

Exhibit D



Dentons US LLP
1301 K Street, NW
Suite 600, East Tower
Washington, DC 20005-3364

Salans FMC SNR Denton
McKenna Long
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Official Committee of Unsecured Creditors for Hovensa LLC
John Keough (on behalf of Atlantic Trading, as Chair)
The Chrysler Bldg.
405 Lexington Avenue, 16th Floor
New York, NY 10174
USA

December 7, 2015

Invoice No. 1722091

Client/Matter: 15257791-000002

Case Administration

Payment Due Upon Receipt

Total This Invoice	\$	60,073.00
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In the case of mail deliveries to:

Dentons US LLP
Dept. 3078
Carol Stream, IL 60132-3078

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Dentons US LLP
Attention: Accounting
233 South Wacker Drive
Chicago, IL 60606-6361

Payment by wire transfer should be sent to:

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Account Name: Dentons US LLP
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All payments must be in U.S. Dollars - Federal Tax I.D. Number 36-1796730

Questions relating to this invoice should be directed to:

S. Alberts
at 1 202 408 6400



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1301 K Street, NW
Suite 600, East Tower
Washington, DC 20005-3364

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Case Administration

For Professional Services Rendered through October 31, 2015:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/28/15	S. Alberts	0.90	715.50	Receive offer to represent Committee and communicate response and follow up to Committee and chair (.3), email (.1) and then telephone conversation with US Trustee about retention (.4), communicate to Debtor's counsel about retention (.1), communicate with Local Counsel about retention and next steps (.3).
09/28/15	S. Alberts	0.60	477.00	Internal communication with H. Sewell regarding DIP financing and management regarding staffing availability (.4), communicate with A. Elko regarding assisting on DIP matters (.2).
09/29/15	S. Alberts	1.10	874.50	CW UST re case issues (.4); CW Debtor's counsel re case background (.2), forward information to Debtor's counsel (.1); receive call from debtor re case issues (.1); CW H. Sewell re case administration issues (.5).
09/29/15	D. Pina	4.70	1,692.00	Internal communications regarding Committee representation (.4); analysis of e-mail communications and assemble contact list (2.7); communications regarding appearance in case and attorney pro hac vice admissions for Sam, Henry and Alison (.2); coordinate preparation of appearance, pro hac papers and requests for Certificates of Good Standing with A. Franklin (.5); review District Court Form of Application for Pro Hac Vice Admission and prepare for completion on behalf of A. Franklin, H. Sewell and S. Alberts (.9).
09/29/15	H. Sewell	2.70	1,674.00	Detailed review of pleadings and information on dockets regarding case in connection with preparation to represent the Committee.
09/29/15	H. Sewell	0.70	434.00	Strategy phone conference with Sam Alberts regarding case and pending issues.

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/30/15	H. Sewell	0.40	248.00	Email communications with S. Alberts and Debtor counsel regarding meeting.
09/30/15	D. Pina	3.00	1,080.00	Follow-up communications regarding Committee representation (.2); continue to work on updates to contact list (1.9); monitor docket sheet and distribute court filings to team (.4); assist J. Copeland with additional filings in connection with preparation of memo summarizing pleadings (.5);.
09/30/15	A. Franklin	1.60	824.00	Confer with D. Pina regarding Hovensa contact list and pro hac vice motions (.2); confer with H. Sewell regarding task list (.2); brief review of local rules and procedures for ordering transcript (.2); correspond and confer with P. Matthews with respect thereto (.3); review revisions to contact list (.2); review transcript request (.1); review and revise notice of appearance (.2); confer with D. Pina with respect thereto (.1); correspond with S. Alberts, H. Sewell, and D. Pina with respect to notice (.1).
09/30/15	A. Franklin	3.70	1,905.50	Begin review of first day motions (.5); confer with FTI regarding various issues related to case, including sale, DIP and first day motions (1.0); review bar date motion and designation motion (.5); review local rules and procedures with respect thereto (.3); draft summary of motions and local rules (.6); draft list of issues with DIP, sale, governmental litigation, environmental liabilities and various claims (.8).
09/30/15	S. Alberts	0.60	477.00	. Receive and review case contact list and forward (.2), establish new matter with entry (.4).
09/30/15	S. Alberts	0.70	556.50	Receive Debtors' proposed confidentiality order, review and provide comments (.6), forward comments to co-counsel (.1).
09/30/15	G. Miller	1.00	450.00	Research re propriety of stipulated protective orders.

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10/01/15	S. Alberts	1.60	1,272.00	Confer with UST re case issues, including objection deadline (0.2); review and approve notice of appearance (0.2), review local Virgin Island rules (0.7) and review and approve pro hac vice motion (0.2); requested supplement to contact information (0.1) and receive and forward (.2)
10/01/15	S. Alberts	0.90	715.50	Confer with co-counsel and BRG re case issues (.7), follow up with M. Eckard regarding issues (.2).
10/01/15	G. Miller	0.60	270.00	Research regarding propriety of stipulated protective orders.
10/01/15	A. Franklin	3.60	1,854.00	Correspond with S. Alberts and H. Sewell regarding notice of appearance (.1); review and revise notice (.1); correspond and confer with D. Pina with respect thereto, pro hac vice motions and retention applications (.2); confer and correspond with P. Matthews regarding transcript (.2); review Virgin Island general court procedures (.2); correspond with S. Alberts, H. Sewell, J. Copeland, D. Pina and G. Medina with respect thereto (.1); correspond with P. Matthews and K. Rohling regarding binder of Virgin Islands and Delaware local rules and procedures (.2); review and revise binder index of same (.2); brief review of transcript (.2); correspond with S. Alberts and H. Sewell with respect thereto (.1) confer with M. Eckard regarding notice of appearance, pro hac vice motions, retention applications and other administrative matters (.4); confer with H. Sewell regarding notice (.1) correspond with M. Eckard with respect thereto (.1); review notice, pro hac vice motions and correspondence from D. Pina to M. Eckard with respect thereto (.2); further correspond with M. Eckard with respect thereto (.1); conference with D. Pina regarding notice and contact list (.4); review contact list (.1); confer with Judge Walrath's courtroom deputy regarding extension (.2); confer with H. Sewell and M. Weiss regarding time entry and task codes (.2); confer with G. Miller and K. Cain regarding time entry and task codes (.2).
10/01/15	H. Sewell	0.50	310.00	Phone call with Sam Alberts and Debtor counsel regarding meeting with Debtor team.

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10/01/15	H. Sewell	3.20	1,984.00	Detailed review of first day motions in preparation for meeting with Debtor team regarding case.
10/01/15	D. Pina	5.00	1,800.00	Monitor bankruptcy court docket (.4); download and distribute significant filings (.4); assist J. Copeland with copies of additional court filings in connection with memo summarizing court filings (.3); further analysis of local rules and procedures and Judge's Rules and Procedures (.7); further coordinate and communicate with S. Alberts, H. Sewell, and A. Franklin regarding status of Notice of Appearance, Motions for Pro Hac Vice Admissions and filing of papers (.7); coordinate electronic filings with local counsel (.2); assemble and finalize Notice and Motions for Pro Hac Vice Admissions, related exhibits and attachments, and the firm's Notice of Appearance (2.); further coordinate filings and service of papers with M. Eckard (.3);
10/01/15	H. Sewell	0.40	248.00	Review finalize and sign pro hac vice application and pleadings related to appearance in VI Bankruptcy Court.
10/02/15	A. Franklin	1.50	772.50	Correspond with G. Miller regarding timeline of key events for Debtor from formation to bankruptcy filing (0.2); confer with G. Miller with respect thereto (0.3); review draft timeline (0.2); correspond with G. Miller regarding same (0.1); review and revise Version 1 of timeline (0.2); correspond with G. Miller with respect thereto (0.1); correspond with S. Alberts and H. Sewell with respect thereto (0.1); review and revise Version 2 of the timeline (0.1); correspond with G. Miller with respect thereto (0.1); correspond with S. Alberts and H. Sewell with respect thereto (0.1).
10/02/15	D. Pina	1.10	396.00	Monitor docket sheet and case activity (.4); distribute new filings to J. Copeland and A. Franklin (.3); follow-up communications with A. Franklin and local counsel regarding filing of Pro Hac Motions (.4).
10/02/15	A. Franklin	0.30	154.50	Review revised confidentiality order (.2); compare drafts (.1)

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10/02/15	D. Pina	2.00	720.00	Internal and external communications regarding contact list (.5); work on revisions to contact list and further distribute internally, to the Committee and Committee professionals (1.5).
10/02/15	H. Sewell	1.80	1,116.00	Continued review of debtor information in connection with preparation for meeting with Debtor team.
10/02/15	H. Sewell	1.70	1,054.00	Meeting with Committee team of Sam Aleberts, BRG to prepare for meeting with Debtor team.
10/02/15	H. Sewell	4.50	2,790.00	Meeting with Debtor team regarding first day motions and debtor status.
10/02/15	H. Sewell	1.40	868.00	Review and organize information and materials from meeting with Debtor team to prepare for 2nd Day Hearing.
10/02/15	G. Miller	3.10	1,395.00	Create timeline for case history.
10/02/15	S. Alberts	7.00	5,565.00	B150. Prepare for Meeting with Debtors' professionals (review materials on train) (1.5), pre-meeting with Committee professionals (1.1), meeting with Debtors regarding case issues (3.5), post-meeting with Committee professionals (.4) and with H. Sewell regarding case issues and items to address on way to train station (.5) .
10/02/15	S. Alberts	0.10	79.50	Confer with S. Harris regarding case bankruptcy Issues.
10/02/15	S. Alberts	0.80	636.00	Review and comment on Committee Bylaws.
10/03/15	A. Franklin	0.20	103.00	Review correspondence from S. Alberts and BRG regarding Intralinks exchange; correspond with S. Alberts with respect thereto.
10/03/15	H. Sewell	0.60	372.00	Strategy phone conference with Sam Alberts regarding results of meeting in New York.
10/03/15	H. Sewell	0.70	434.00	Review and edit proposed confidentiality agreement
10/03/15	H. Sewell	1.40	868.00	Review and edit Committee By Laws.
10/04/15	H. Sewell	0.80	496.00	Phone conference with Committee Team regarding status of DIP Objection, sale efforts and strategy going forward.
10/04/15	S. Alberts	0.50	397.50	Communicate with Debtor regarding protective order issue (.3); follow up (.2).

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10/05/15	S. Alberts	0.50	397.50	L100 Confer with S Harris regarding case issues and information gained from Virgin Islands.
10/05/15	D. Pina	1.50	540.00	Monitor docket sheet and case activity (.5); distribute new filings to J. Copeland and A. Franklin (.3); follow-up communications regarding filing of Pro Hac Motions (.1); prepare updated Service List in connection with service of objections (.6).
10/06/15	D. Pina	2.00	720.00	Internal communications regarding filing of objections (.3); monitor docket sheet and distribute new filings to J. Copeland and A. Franklin (.6); communications regarding electronic filing of papers, service list updates, and coordination of efforts with local counsel (.4); work on filings (.7).
10/06/15	G. Medina	1.20	432.00	Met with Daniel Pina regarding the Hovensa service list filed with the court Docket No. 107 (0.2); comparative analysis with Dentons internal mailing list (0.5); reviewed notices of appearances filed (0.3); communication with Kristin Rohling with changes (0.2).
10/06/15	H. Sewell	0.40	248.00	Conference call with local counsel regarding status of case.
10/06/15	A. Franklin	0.60	309.00	Correspond and confer with paralegals D. Pina and G. Medina and assistants K. rohling and P. Matthews regarding master servant list (0.3) review master service list (0.2); voice mail message to D. Pina regarding pro hac vice orders and hearing (0.1).
10/06/15	A. Franklin	0.20	103.00	Review recently filed Schedules (0.2).
10/08/15	A. Franklin	0.70	360.50	Review pro hac vice orders (0.2); review docket entries for pro hac vice orders and issue with respect thereto (0.1); correspond with M. Eckard with respect to issues with respect to Franklin and Sewell orders (0.2); monitor docket to review miscellaneous filings (0.2).
10/09/15	A. Franklin	0.80	412.00	Monitor docket and review miscellaneous filings, including certifications of counsel (0.3); review various first-day orders (0.5).

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10/09/15	A. Franklin	2.70	1,390.50	Confer with H. Sewell regarding budget and retention issues (0.3); review information needed for retention application (0.2); confer with G. Medina regarding status of review of conflicts report and disclosures (0.3); confer with H. Sewell and S. Alberts regarding information needed for retention application, status of disclosures and budget (0.3); confer with M. Ochs and H. Sewell regarding retention application, budgets and task codes (0.3); further confer with S. Alberts and H. Sewell regarding retention application, task codes and budget (0.2); further confer with G. Medina regarding draft disclosure and status of case (0.3); review fee issue pending before Judge Walrath (0.5); correspond with H. Sewell with respect thereto (0.2); correspond with S. Alberts and H. Sewell with respect to draft retention application (0.1).
10/09/15	S. Alberts	1.00	795.00	Communicate with local counsel and others regarding Island sale history background.
10/09/15	S. Alberts	0.40	318.00	Retention issues (.4),
10/09/15	D. Pina	0.60	216.00	Monitor docket sheet and distribute new filings to J. Copeland and A. Franklin (.3); communications regarding electronic access to the Court for Dentons attorneys (.2); check on status of Pro Hac Orders (.1).
10/09/15	J. Copeland	1.20	684.00	Setup docket-review memorandum for regular update and distribution to committee members.
10/09/15	S. Alberts	0.20	159.00	Organize materials for filing from yesterday's hearings (.2).
10/10/15	A. Franklin	0.30	154.50	Attend to document management.
10/13/15	S. Alberts	0.50	397.50	Review summary of key dates and deadlines and requested clarification (.2); communicate with H. Sewell re general case administrative matters (.3).
10/14/15	D. Pina	0.50	180.00	Follow-up communications with A. Franklin and local counsel regarding pro hac orders for Dentons attorneys (.2); analyze and monitor court docket for entry of orders (.3).
10/14/15	S. Alberts	0.10	79.50	Communicate with working group re billing and task codes.

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10/14/15	A. Franklin	1.10	566.50	Ccorrespond with H. Sewell regarding ECF electronic notifications of filing and pro hac vice orders (0.1); correspond with D. Pina regarding same and verifying docket entry with PDF (0.2); confer with D. Pina regarding ECF registration, communicating with Chambers and docketing of dates (0.3); correspond with M. Eckard regarding issue with pro hac vice order for H. Sewell and ECF registration (0.1); review notices of appearance and correspond with K. Rohling and P. Matthews regarding updating service list (0.2); review miscellaneous filings (0.2).
10/15/15	D. Pina	0.40	144.00	Analyze updated docket and court filings (.2); follow-up regarding pro hac orders of Dentons attorneys (.2).
10/15/15	A. Franklin	0.60	309.00	Confer with M. Eckard regarding H. Sewell pro hac vice order (0.2); review correspondence between M. Eckard and courtroom deputy regarding same (0.1); review order (0.1); correspond with D. Pina regarding order and ECF registration (0.1); correspond with H. Sewell and S. Alberts regarding entry of order (0.1).
10/16/15	A. Franklin	1.90	978.50	Work on budget (1.5); correspond with D. Pina regarding docketing of key events and deadlines (0.2); monitor docket and review various notices (0.2).
10/16/15	S. Alberts	0.20	159.00	Receive and forward additional creditor contact information.
10/16/15	D. Pina	0.50	180.00	Review docket and corrected order regarding pro hac admission of H. Sewell (.2); communications with Docket Dept. regarding critical dates and case calendar (.3).
10/16/15	D. Pina	0.50	180.00	Update and distribute updated Contact List via e-mail.
10/19/15	A. Franklin	0.40	206.00	Correspond with S. Alberts with respect thereto (0.1); correspond with H. Sewell and S. Alberts regarding confidentiality order (0.1); monitor docket and review miscellaneous filings (0.2).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/19/15	S. Alberts	0.30	238.50	Receive communication from M. Ochs regarding request by L. Rohn to form Tort Committee, review (.3).
10/20/15	A. Franklin	1.10	566.50	Correspond with H. Sewell regarding calendaring key events and deadlines (0.1); correspond with K. Rohling and P. Matthews with respect thereto (0.1); review recent filings and update summary of key events and deadlines (0.4); correspond with S. Alberts and J. Copeland with respect thereto (0.2); review docket alerts and notices (0.3).
10/20/15	H. Sewell	0.60	372.00	Detailed review of docket and of impending deadlines in case.
10/20/15	S. Alberts	0.80	636.00	Confer with Debtor's counsel regarding various case status issues (.2); communicate with M. Ochs regarding L. Rohn request for a tort lawyers committee (.3), follow up with L. Marinuzzi re L Rohn request and other case issues (.3).
10/21/15	S. Alberts	0.20	159.00	Communicate with M. Ochs re request for tort claim committee (.1), communicate with L. Marinuzzi re general case issues (.1).
10/21/15	A. Franklin	0.30	154.50	Review miscellaneous filings, including operating reports (0.3).
10/22/15	A. Franklin	0.40	206.00	Correspond with K. Rohling and P. Matthews regarding updated project/matter codes (0.1); review same (0.1); monitor docket and review miscellaneous filings (0.2).
10/22/15	S. Alberts	0.40	318.00	Communicate with M. Ochs regarding case issues, including tort committee issue (.2), follow up with Debtor's counsel (.2).
10/22/15	H. Sewell	1.10	682.00	Review three procedural motions drafted by debtor.
10/22/15	H. Sewell	0.40	248.00	Exchange emails with the Debtor regarding three procedural motions.
10/22/15	H. Sewell	0.30	186.00	Email correspondence with S. Alberts regarding procedural motions and status of case.

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10/22/15	S. Alberts	0.70	556.50	Review September MORs (.3) and follow up request for documents from MOR (.2), receive documents (policies) and forward for summary (.2).
10/23/15	J. Copeland	2.90	1,653.00	Review and edit docket summary (1.5); review and summarize various filings including sale and stay-relief motions (1.3); email group re: same (.1).
10/23/15	A. Franklin	0.80	412.00	Correspond with D. Pina and T. Pennebaker-Brown regarding updating key events and deadlines (0.1); confer with D. Pina regarding ECF registration (0.2); correspond with M. Eckard with respect thereto (0.1); review and update task list (0.2); correspond with H. Sewell with respect thereto (0.1); monitor docket and review miscellaneous filings (0.1).
10/25/15	S. Alberts	0.40	318.00	Confer with H. Sewell regarding various case administration matters.
10/26/15	A. Franklin	0.40	206.00	Review comments received from Debtor's counsel regarding protective order and correspondence from S. Alberts to Committee members related thereto (0.2); review miscellaneous filings (0.2).
10/26/15	H. Sewell	0.30	186.00	Phone conference with Sam Alberts regarding status of case.
10/27/15	A. Franklin	0.20	103.00	Monitor docket and recent filings (0.2).
10/27/15	A. Franklin	2.50	1,287.50	Correspond with M. Boivin regarding signature page of Committee bylaws (0.1); review executed Committee bylaws (0.1); prepare for call with Committee members and professionals by reviewing procedure for filing proofs of claim, BRG report regarding budget and liquidity, and updates to key events and deadlines (1.0); participate in call with Committee members and professionals (1.0); review and finalize notes on the call (0.1); correspond with Committee member regarding procedure for filing of proof of claim (0.1).

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10/28/15	D. Pina	1.10	396.00	Download and complete forms regarding ECF Registration for S. Alberts, H. Sewell and A. Franklin (.9); distribute for execution and submission to the District Court for processing (.2).
10/29/15	H. Sewell	0.40	248.00	Review case filings and status of docket.
10/29/15	A. Franklin	0.30	154.50	Review docket and miscellaneous filings (0.3).
10/30/15	A. Franklin	0.60	309.00	Review miscellaneous filings (0.2); review information regarding ECF registration (0.1); correspond with Ms. Willet with respect thereto (0.1); correspond with D. Pina, K. Rohling and P. Matthews with respect thereto, notifications of filing and further electronic filings (0.2).
10/30/15	S. Alberts	1.70	1,351.50	Confer with H. Sewell regarding various case issues (.7); confer with Committee professionals regarding various case issues (1.0).
10/30/15	D. Pina	0.50	180.00	Follow-up communications regarding completion of forms regarding ECF Registration for S. Alberts, H. Sewell and A. Franklin (.2); follow-up communications with District Court regarding status of S. Alberts ECF registration (.2); work with Atlanta Office regarding submission of executed ECF Registration forms to District Court (.1).
10/30/15	H. Sewell	0.40	248.00	Follow up conference with S. Alberts and Al. Franklin regarding status of pending matters and work assignments going forward.
Total Hours		107.10		
Fee Amount				\$60,073.00

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TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
S. Alberts	\$795.00	22.20	\$17,649.00
H. Sewell	\$620.00	24.70	\$15,314.00
A. Franklin	\$515.00	26.80	\$13,802.00
J. Copeland	\$570.00	4.10	\$2,337.00
G. Miller	\$450.00	4.70	\$2,115.00
D. Pina	\$360.00	23.40	\$8,424.00
G. Medina	\$360.00	<u>1.20</u>	<u>\$432.00</u>
Totals		107.10	\$60,073.00

Fee Total	\$	60,073.00
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Invoice Total	<u>\$</u>	<u>60,073.00</u>
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John Keough (on behalf of Atlantic Trading, as Chair)
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Asset Analysis and Recovery

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09/29/15	S. Harris	2.80	2,142.00	Hovensa: Conversation with S. Alberts re: gov't's position on sale (0.2); schedule conversations with M. Eckard and K.C. Peterson re: gov't's position on sale (0.1); review complaint in USVI v. Hess (1.0); call with K.C. Peterson re: gov't's position on sale (0.1); call with M. Eckard re: gov't's position on sale (0.5); review complaint in Hovensa v. Director VIBIR (0.3); research into gov't's position on sale (0.5); update email to S. Alberts re: gov't's position on sale
09/29/15	S. Alberts	0.40	318.00	CW S. Harris re Virgin Island political issues and dynamic and next steps (.4).
09/30/15	S. Alberts	0.40	318.00	Communicate with M. Ackard regarding asset analysis and related case issues.
09/30/15	S. Alberts	2.10	1,669.50	CW H. Sewell re case assessment issues (.5), assess various case issues (.3); CW potential financial advisor re case assessment issues and next steps (1.3).
10/01/15	S. Harris	0.80	612.00	Hovensa: Email to K.C. Peterson re: gathering information about gov't's position on the sale (0.1); follow-up email to R. Kaufman re: gov't's position on sale (0.2); email exchange with K.C. Peterson and Sen. J. Millin re: gov't's position on sale (0.2); call with Sen. J. Millin re: gov't's position on sale (0.3).
10/02/15	S. Harris	0.50	382.50	Continue call with Sen. Millin Young re: gov't's position on sale (0.5)
10/05/15	S. Harris	0.60	459.00	Prep for S. Alberts call (0.2); call with S. Alberts re: gov't's position on sale (0.4).
10/07/15	S. Harris	0.30	229.50	Email and voice mail exchange with Labor Commissioner C. Hendry re: gov't's position on sale.

Asset Analysis and Recovery

December 7, 2015

Matter: 15257791-000003

Invoice No.: 1722092

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/09/15	S. Harris	0.90	688.50	Call with S. Alberts, M. Eckard, and F. Holder re: gov't's position on sale (0.9)
10/12/15	S. Harris	0.60	459.00	Prep for call (0.3); call with S.. Alberts, M. Eckard, and F. Holder re: strategy for discussions with government about sale (0.3)
10/12/15	S. Alberts	0.30	238.50	Communicate with S. Harris, M. Eckard and F. Holder re GVI and Federal issues relevant to sale.
10/15/15	S. Alberts	0.50	397.50	Obtain sale (teaser) and distribute to global offices (.2); follow up with information and forward to BRG for Lazard (.3).
10/15/15	S. Harris	1.80	1,377.00	Research into federal government economic and other forms of support and involvement in Virgin Islands and interaction with Government of Virgin Islands
10/16/15	S. Harris	0.40	306.00	Email to F. Holder, M. Eckard, and S. Alberts re: contacts with government and related parties about government's position on sale (0.3); email exchanges with S. Alberts re: same (0.1)
10/16/15	S. Harris	0.40	306.00	Review Lazard slide decks regarding the debtor's assets.
10/19/15	S. Harris	1.10	841.50	Research into federal government economic and other forms of support and involvement in Virgin Islands and interaction with Government of Virgin Islands (1.0); email to F. Holder re: same (0.1)
10/20/15	S. Harris	0.40	306.00	Call with S. Alberts and M. Eckard re: Debtor's request regarding contacts with the GVI relating to new proposed legislation about the sale (0.3); email exchange with F. Holder re: same (0.1)
10/21/15	S. Harris	0.30	229.50	Call with F. Holder re: federal outreach regarding sale and government's position
10/22/15	S. Harris	0.10	76.50	Email to M. Eckard re: calls to local attorneys with knowledge of government's position on the sale of the asset
10/28/15	S. Alberts	0.20	159.00	Confer with M. Eckard regarding GVI desire to discuss asset disposition and claims.

Asset Analysis and Recovery

December 7, 2015

Matter: 15257791-000003

Invoice No.: 1722092

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/30/15	S. Harris	1.00	765.00	Call with Dentons team and other professionals re: government's position on sale and secured claim
Total Hours		15.90		
Fee Amount				\$12,280.50

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
S. Alberts	\$795.00	3.90	\$3,100.50
S. Harris	\$765.00	<u>12.00</u>	<u>\$9,180.00</u>
Totals		15.90	\$12,280.50
Fee Total		\$	12,280.50
Invoice Total		\$	<u><u>12,280.50</u></u>



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John Keough (on behalf of Atlantic Trading, as Chair)
The Chrysler Bldg.
405 Lexington Avenue, 16th Floor
New York, NY 10174
USA

December 7, 2015

Invoice No. 1722093

Client/Matter: 15257791-000004

Asset Disposition

Payment Due Upon Receipt

Total This Invoice	\$	62,993.00
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December 7, 2015

Invoice No. 1722093

Client/Matter: 15257791-000004

Asset Disposition

For Professional Services Rendered through October 31, 2015:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/29/15	K. Cain	0.30	180.00	Correspondence with S. Alberts regarding proposed site of terminal assets.
09/29/15	K. Cain	6.50	3,900.00	Review first day pleadings, asset purchase agreement, bidding procedures motion, and related corporate documents in preparation of drafting objection to the bid procedures motion.
09/30/15	K. Cain	0.60	360.00	Correspondence with S. Alberts, A. Franklin, and H. Sewell regarding preliminary thoughts and issues on bidding procedures and the asset purchase.
09/30/15	K. Cain	1.50	900.00	Prepare and circulate email memorandum to team regarding list of issues relating to the bidding procedures, sale process, and asset purchase agreement.
09/30/15	K. Cain	5.50	3,300.00	Continue review of asset purchase agreement, bidding procedures and other corporate and bankruptcy documents in preparation of drafting objection to the bid procedures motion.
09/30/15	S. Alberts	0.90	715.50	Communicate with K. Cain regarding proposed sale and issues of focus for potential objection (.4), review and assess preliminary issue list (.3) and follow up (.2)
09/30/15	A. Franklin	0.80	412.00	Confer with H. Sewell and S. Alberts regarding analysis of sale issues (.1); review issues with sales process and APA (.5); confer and correspond with K. Cain with respect thereto (.2).
10/01/15	A. Franklin	1.50	772.50	Confer with K. Cain regarding sale issues (.5); work on summary of sale issues (.7); brief review of sale objections (.2); correspond with S. Alberts, H. Sewell, J. Copeland and K. Cain with respect thereto (.1).

Asset Disposition

December 7, 2015

Matter: 15257791-000004

Invoice No.: 1722093

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/01/15	S. Alberts	0.40	318.00	Communicate to K. Cain re status of Objection to Sale Motion (0.1), follow up communication with K. Cain re form of Objection (0.3).
10/01/15	G. Miller	1.50	675.00	Research regarding DIP interest rate.
10/01/15	K. Cain	6.10	3,660.00	Continue, research and draft of bidding procedures objection and analyze and review objections of the USVI and Buckeye Partners.
10/01/15	K. Cain	0.30	180.00	Correspondence with A. Franklin regarding case status, list of issues and strategy related to the bid procedures objection.
10/02/15	K. Cain	7.30	4,380.00	Continue draft of objection to bidding procedures motion and circulate to team for review and comment.
10/02/15	K. Cain	0.20	120.00	Correspondence of A. Franklin regarding case strategy and arguments for objection to bidding procedures.
10/02/15	A. Franklin	0.50	257.50	Confer with K. Cain with respect to Committee professional meeting with Debtor's professionals as it relates to the sale motion and bid procedures objection (0.2); brief review of objection to bid procedures (0.3).
10/04/15	K. Cain	0.20	120.00	Correspondence with S. Alberts regarding strategy and arguments pertaining to the bid procedures objection.
10/04/15	K. Cain	7.10	4,260.00	Research caselaw and revise bidding procedures objection, and circulate to team for comment and review.
10/04/15	A. Franklin	3.30	1,699.50	Review sale motion, including bid procedures (1.0); review objections to sale motion filed by GVI and Buckeye (0.4); review APA (0.6); review and revise draft of bid procedures objection (0.8); correspond with K. Cain regarding research for objection (0.2); review BRG update report with observations on the sale/marketing process (0.3).
10/04/15	H. Sewell	1.80	1,116.00	Review and edit draft of objection to sale and material prepared in connection with same.

Asset Disposition

December 7, 2015

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/05/15	A. Franklin	14.50	7,467.50	Correspond with S. Alberts regarding revising objection to bid procedures motion (0.2); review latest draft of objection (0.8); correspond and confer with J. Copeland with respect to additional research for objection related to insider releases, sub rosa plan and plan process (0.3); confer with S. Alberts, H. Sewell and J. Copeland regarding revisions to bid procedures objection, including revisions to the preliminary statement, arguments, organization and fact section (0.2); correspond with K. Cain regarding no-shop provision and governmental approvals required for sale (0.4); review and revise bid procedures objection (12.4); correspond with J. Copeland regarding revised draft objection (0.2).
10/05/15	J. Copeland	6.40	3,648.00	Research case law comparing plan sales to sales via motion sub rosa plans, release value, releases in sale-motion context (2.5); review case law regarding same (.7); email with G. Miller regarding above research issues (.2); review G. Miller's email regarding research results (.2); review draft bid-procedures objection (.9); conference call with A. Elko Franklin, H. Sewell and S. Alberts re: bid-procedures objection (.3); review certain portions of Limetree APA in connection with bid-procedures objection, as well as ancillary release agreement (.4). draft insert to bid-procedures objection regarding scope of relief, plan versus sale motion issues (1.2).
10/05/15	K. Cain	1.10	660.00	Assist in revising draft of bidding procedures objection.
10/05/15	G. Miller	3.20	1,440.00	Research regarding insider releases outside of a plan for sale hearing.
10/06/15	S. Alberts	2.80	2,226.00	Receive and review substantially revised objection to sale motion and provide comments thereto (2.3), receive and review final draft of objection (.5).
10/06/15	G. Miller	2.10	945.00	Cite checked objection to bid procedures.
10/06/15	K. Cain	2.80	1,680.00	Assist in finalizing draft of bidding procedures objection.

Asset Disposition

December 7, 2015

Matter: 15257791-000004

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/06/15	J. Copeland	5.60	3,192.00	Emails and telephone conference with A. Elko Franklin regarding objection to bid procedures, edits to same, and other issues (.6); confer with K. Cain regarding Limetree APA and references thereto in bid-procedures objection (.3); review of APA re: releases (.4); review and revise various drafts of bid procedures objection and send edits to A. Elko Franklin (1.5); further draft bid-procedures objection re: scope of relief sought, plan-related issues (2); confer with G. Miller and K. Cain regarding cite check of bid-procedures objection (.3); coordinate exhibits to bid-procedures objection and send same to A. Elko Franklin (.5).
10/06/15	A. Franklin	7.20	3,708.00	Continue to review and revise objection to bid procedures (1.0); correspond with S. Alberts regarding status of objection (0.1); correspond and confer with J. Copeland regarding review of and revisions to objection (0.3); correspond with K. Cain regarding no-shop provision and concession agreement (0.3); further review and revise objection (0.5); correspond with S. Alberts, H. Sewell and J. Copeland with respect to final draft of objection (0.2); review Hess Complaint, Atlantic Basin Refining press release and news articles regarding Limetree Bay and Hess for exhibits to objection (0.5); prepare exhibits for objection (0.2); correspond with K. Cain, G. Miller and J. Copeland regarding edits to citations in objection (0.4); confer with J. Copeland with respect thereto (0.3); further review and revise objection (0.5); review and incorporate comments from S. Alberts to objection (1.0); confer with H. Sewell and make additional revisions with respect thereto (0.5); review and incorporate comments from committee member to objection (0.3); further review and incorporate comments from J. Copeland and S. Alberts (0.4); correspond with M. Eckard regarding final draft (0.2); prepare objection for filing (0.5).
10/06/15	H. Sewell	1.50	930.00	Edit objection to Bid Procedures Motion.
10/06/15	H. Sewell	0.40	248.00	Conference with Alison Franklin regarding Bid Procedures motion.

Asset Disposition

December 7, 2015

Matter: 15257791-000004

Invoice No.: 1722093

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/07/15	H. Sewell	0.90	558.00	Phone conference with potential bidder regarding interest in assets (.5); phone conference with potential bidder and debtor regarding interest in assets (.4)
10/07/15	A. Franklin	2.00	1,030.00	Confer with counsel for Atlantic Basin Refining, S. Alberts and H. Sewell regarding interest in sale of assets (0.5); confer with S. Alberts and H. Sewell regarding bid procedures and sale motion (0.3); review and analyze Chang declaration in support of bid procedures motion (0.3); prepare for hearing on sale motion (0.5); correspond with S. Alberts and H. Sewell regarding proposed sale order (0.2); review proposed sale order (0.2).
10/07/15	S. Alberts	1.30	1,033.50	Confer with ABR regarding sales process (.6), follow up with H. Sewell (.2), confer with Buckeye regarding sale process (.2), follow up with Debtor and Buckeye (.3).
10/12/15	H. Sewell	0.40	248.00	Review report regarding status of sale
10/15/15	S. Alberts	0.50	397.50	Review information on sale.
10/16/15	S. Alberts	0.40	318.00	Follow up with L. du Cadet re potential bidder for assets (.2) and provide information to BRG (.2); Confer with S Harris re communications re GVI state approval issues and federal effort (.2).
10/20/15	S. Alberts	1.20	954.00	Call with Debtor's professionals regarding sale process status (1.0); confer with S. Harris and M. Eckard regarding Debtor's request for UCC to speak with GVI players to aid in sale process (.2).
10/20/15	J. Copeland	0.90	513.00	Search for various cases for S. Alberts in connection with sales issues.
10/20/15	H. Sewell	1.10	682.00	Participate in conference call with debtor professionals regarding status of sale process.
10/27/15	S. Alberts	0.80	636.00	Receive and review Lazard sale summary (.2); confer with Lazard regarding sale process (.6).
10/27/15	H. Sewell	1.00	620.00	Conference Call with Debtor and Committee Professionals regarding update of sale process and strategy.

Asset Disposition

December 7, 2015

Matter: 15257791-000004

Invoice No.: 1722093

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/27/15	H. Sewell	0.30	186.00	Review update report from Lazard regarding sale process
10/29/15	S. Alberts	0.60	477.00	Confer with J. Holt, counsel to GVI regarding sale process and claims issues (.5) and follow up (.1).
10/30/15	S. Alberts	0.60	477.00	Email and then call with Debtor's counsel regarding status of sale issues (.2); confer with co-counsel regarding potential objection to GVI's effort to condition sale of payment to it of beyond claim amount (.4).
10/30/15	A. Franklin	1.50	772.50	Participate in conference call with S. Alberts, H. Sewell, M. Eckard, J. Vizzini, J. Barrow and C. Kearns regarding status of sale and strategy going forward (1.0); confer with S. Alberts and H. Sewell regarding next steps (0.3); confer with H. Sewell and M. Weiss regarding research related to issues with sale (0.2).
10/30/15	H. Sewell	1.00	620.00	Phone conference with Committee Professional Team regarding status and developments in sale process, negotiations with VI and committee status.

Total Hours 108.40

Fee Amount \$62,993.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
S. Alberts	\$795.00	9.50	\$7,552.50
H. Sewell	\$620.00	8.40	\$5,208.00
K. Cain	\$600.00	39.50	\$23,700.00
A. Franklin	\$515.00	31.30	\$16,119.50
J. Copeland	\$570.00	12.90	\$7,353.00
G. Miller	\$450.00	6.80	\$3,060.00
Totals		108.40	\$62,993.00

Asset Disposition

December 7, 2015

Matter: 15257791-000004

Invoice No.: 1722093

Fee Total	\$	62,993.00
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Invoice Total	\$	<u>62,993.00</u>
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The Chrysler Bldg.
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New York, NY 10174
USA

December 7, 2015

Invoice No. 1722094

Client/Matter: 15257791-000005

Relief From Stay/Adequate Protection

Payment Due Upon Receipt

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December 7, 2015

Invoice No. 1722094

Client/Matter: 15257791-000005

Relief From Stay/Adequate Protection

For Professional Services Rendered through October 31, 2015:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/07/15	S. Alberts	0.30	238.50	B140. Receive and review Monarch stay relief motion and follow up with J. Copeland.
10/07/15	A. Franklin	0.70	360.50	Review stay relief motion filed by Monarch (0.3); corresponds with S. Alberts and H. Sewell with respect thereto (0.3); correspond with j. Copeland with respect thereto (0.1).
10/08/15	J. Copeland	0.80	456.00	Review Monarch's motion for stay relief and exhibits thereto (.5); draft summary of same and submit for S. Alberts's review (.3).
10/09/15	J. Copeland	1.50	855.00	Review Monarch's amended motion for stay relief (.5); further review exhibits to initial motion for stay relief (.2); review local rules regarding response deadline in connection with same (.2); edit and revise summary and analysis of Monarch stay relief motion for distribution to committee members (.5); email correspondence with S. Alberts re: same (.1).
10/13/15	A. Franklin	0.20	103.00	Review local rules regarding response deadline for Monarch stay relief motion (0.1); confer with H. Sewell regarding Monarch stay relief motion and response thereto (0.1).
10/14/15	S. Alberts	0.20	159.00	Review and revise stay relief summary (to be shared with UCC).
10/14/15	J. Copeland	0.30	171.00	Review exhibits to Monarch motion.
10/14/15	A. Franklin	0.60	309.00	Review voluminous exhibits filed by Monarch Energy for its motion for stay relief (0.3); correspond with S. Alberts, H. Sewell and J. Copeland with respect thereto and call with Committee members and professionals (0.1); review summary of motion (0.2).
10/15/15	J. Copeland	0.10	57.00	Email M. Eckard re: Monarch Motion.

Relief From Stay/Adequate Protection

December 7, 2015

Matter: 15257791-000005

Invoice No.: 1722094

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/16/15	J. Copeland	0.50	285.00	Confer with S. Alberts re: Monarch motion (.2); begin drafting joinder/objection re: same (.3).
10/30/15	J. Copeland	0.20	114.00	Confer with S. Alberts and W. Hildbold re: Monarch's stay-relief motion.
Total Hours		5.40		
Fee Amount				\$3,108.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
S. Alberts	\$795.00	0.50	\$397.50
A. Franklin	\$515.00	1.50	\$772.50
J. Copeland	\$570.00	<u>3.40</u>	<u>\$1,938.00</u>
Totals		5.40	\$3,108.00

Fee Total	\$	3,108.00
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Invoice Total	\$	<u>3,108.00</u>
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December 7, 2015

Invoice No. 1722095

Client/Matter: 15257791-000006

Meetings of and Communications with Creditors

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December 7, 2015

Invoice No. 1722095

Client/Matter: 15257791-000006

Meetings of and Communications with Creditors

For Professional Services Rendered through October 31, 2015:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/29/15	S. Alberts	1.70	1,351.50	Communicate with Committee chair (.3), draft proposed agenda for Committee call and circulate to co-counsel (.1), forward agenda to chair and receive and input comments and forward to full committee (.2); Committee call (1.1).
09/29/15	S. Alberts	1.80	1,431.00	Confer with potential financial advisor re case (.2); receive financial advisor packages and review (1.4); Interview Financial advisors and related follow up with UCC (1.5), follow up with H. Sewell re FA selection process issues (.2).
09/29/15	H. Sewell	0.50	310.00	Telephone conference with M. Ochs and S. Alberts regarding case issues.
09/29/15	H. Sewell	1.50	930.00	Participate in followup conference call with Committee regarding retention and strategy.
09/29/15	H. Sewell	0.90	558.00	Make arrangements with potential financial advisors to interview with Committee.
09/29/15	H. Sewell	1.00	620.00	Review credentials of potential financial advisors for Committee.
09/29/15	H. Sewell	1.50	930.00	Participate in committee conference call regarding retention of financial advisor.
09/29/15	H. Sewell	0.50	310.00	Initial phone conference with FTI regarding retention.
09/29/15	A. Franklin	1.50	772.50	Participate in conference call with S. Alberts, H. Sewell, M. Eckard and Committee members regarding committee's role and duties, communications with the U.S. Trustee, Debtors and Virgin Islands, selection of financial advisor, bylaws, retention of professionals and other procedures; participate in calls with S. Alberts, H. Sewell, Committee members, and various candidates for financial advisors (1.5).

Meetings of and Communications with Creditors

December 7, 2015

Matter: 15257791-000006

Invoice No.: 1722095

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/29/15	A. Franklin	2.90	1,493.50	Draft notice of appearance (.2); review local rules and procedure for pro hac vice motions (.3); leave voice mail message for M. Eckard regarding pro hac vice motions (.1); correspond with M. Eckard with respect thereto (.1); correspond with S. Alberts and H. Sewell with respect to pro hac vice motions (.1); correspond and confer with D. Pina with respect thereto (.2); correspond with K. Rohling and P. Matthews with respect to certificates of good standing and applications (.2); review and revise draft attorney admission applications (.3); prepare for interview of financial advisors (.3); review presentations from financial advisors (.8); review notes from interviews and draft summary thereof (.3).
09/29/15	D. Pina	0.60	216.00	Assist J. Copeland with copies of specific filings in connection with preparation of Memo summarizing first day filings by the debtor (.6).
09/30/15	A. Franklin	2.90	1,493.50	Participate in conference call with S. Alberts, H. Sewell, M. Eckard and members of Committee to interview three financial advisory firms (1.3); confer with S. Alberts and H. Sewell with respect thereto and next steps (.3); participate in conference call with S. Alberts, H. Sewell, M. Eckard and Committee members to discuss retention of financial advisor (1.0); confer with S. Alberts and H. Sewell regarding next steps (.3).
09/30/15	H. Sewell	1.80	1,116.00	Prepare for Committee Call (1.0); conference call with Committee regarding retention of FA and status of case (.8).
09/30/15	H. Sewell	1.50	930.00	Participate in Conference Call with Committee.
09/30/15	H. Sewell	0.60	372.00	Conference call with potential FA Candidate.
09/30/15	H. Sewell	0.50	310.00	Email communications with S. Alberts and FTI regarding retention issues.
09/30/15	H. Sewell	0.40	248.00	Conference with S. Alberts and Alison Franklin regarding Dentons retention application.
09/30/15	H. Sewell	0.30	186.00	Email communications with S. Alberts regarding issues related to FTI retention and objection by Hovensa.

Meetings of and Communications with Creditors

December 7, 2015

Matter: 15257791-000006

Invoice No.: 1722095

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/30/15	S. Alberts	5.30	4,213.50	Continuation of financial advisor selection process, (1.3), follow up with the Committee re financial advisor selection (.5), communications to winning financial advisor (.1) and follow up with financial advisor and H. Sewell regarding case issues (1.2); receive message from newly selected financial advisor regarding potential retention issue (.2), call with Debtor's counsel regarding potential financial advisor retention issue (.4) and follow up with financial advisor and H. Sewell (.2), search and review press statement by affiliate of financial advisor (.3) and forward to potential financial advisor (.1), draft Dentons' retention letter per Committee chair's request (.5), request research on language of fee protection language in light Baker Botts ruling (.2), review filings related thereto (.3).
10/01/15	S. Alberts	1.00	795.00	Request committee call due to financial advisor situation (0.1), confer with Committee re conflict issue and alternatives (.06), and follow up call with Committee members re replacement (0.4).
10/01/15	H. Sewell	1.00	620.00	Participate in Committee Conference calls regarding retention of Financial Advisor.
10/01/15	H. Sewell	0.50	310.00	Conference Call with S. Star, S. Alberts regarding status of FTI retention.
10/01/15	H. Sewell	1.50	930.00	Phone conference with S. alberts regarding developments with FTI (.7); Phone conference with S. Alberts, S. Star regarding same (.4); Call with BRG Capstone regarding Same (.4).
10/01/15	H. Sewell	0.50	310.00	Phone conference with BRG Capstone regarding retention and meeting with Debtor Counsel.

Meetings of and Communications with Creditors

December 7, 2015

Matter: 15257791-000006

Invoice No.: 1722095

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/01/15	A. Franklin	1.50	772.50	Correspond with S. Alberts and H. Sewell regarding retention of financial advisor and committee call with respect thereto (.2); review correspondence from S. Alberts to Committee with respect to same (.1); prepare for call (.2); participate in call with S. Alberts, H. Sewell, M. Eckard and members of Committee regarding financial advisor (.5); further confer with H. Sewell with respect thereto (.1); participate in follow-up call with H. Sewell, S. Alberts, M. Eckard and Committee members (.3).
10/01/15	D. Pina	1.30	468.00	Work on revisions to and further distribution of contact list.
10/01/15	S. Alberts	6.30	5,008.50	Email (0.2) and follow up communication with Debtor re objection deadline issue due to raising of conflict against original financial advisor, need to investigate and resolve situation on expedited basis 0(.2) and follow up with H. Sewell (0.1), conduct due diligence concerning alleged conflict issue raised to proposed to financial advisor (1.0), forward results internally (0.1), confer with financial advisor re potential conflict issue (0.2), follow up with co-counsel regarding conflict concern (0.3), review and assess new information from financial advisor (0.3), and assess and conducted myriad follow up calls in effort to address and resolve financial advisor issue (3.4), confer with potential replacement advisor (.2), more formal call with potential replacement counsel to gain confirmation re absence of conflicts (0.2), inform prior financial advisor firm of decision (0.2) and sent confirming email (0.1), inform new financial advisor of desired retention and prepared for next steps (0.2), inform Debtor of new financial advisor (0.1).

Meetings of and Communications with Creditors

December 7, 2015

Matter: 15257791-000006

Invoice No.: 1722095

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/02/15	A. Franklin	1.80	927.00	Correspond with S. Alberts and H. Sewell regarding Committee's by-laws (0.2); review comments on by-laws and sample language (0.3); review and revise by-laws (0.8); compare versions of by-laws (0.1); correspond with H. Sewell and S. Alberts with respect to revised by-laws (0.2); correspond with S. Alberts and H. Sewell regarding scheduling of next Committee meeting (0.1); correspond with S. Alberts, H. Sewell, M. Eckard, S. Harris and Committee Members regarding meeting (0.1).
10/02/15	A. Franklin	0.20	103.00	Confer with H. Sewell regarding meeting with Committee's professionals and Debtor's counsel and other professionals (0.2).
10/03/15	S. Alberts	0.20	159.00	Received and review update from Committee financial advisor on various case issues.
10/04/15	S. Alberts	3.40	2,703.00	(B150) Communicate with professional working group about addition negotiation issues (.2); conference working group (1.5); draft communication to use in advance of Committee call Monday and circulate (.5); receive and incorporate comments (.3) and forward to Committee with certain related attachments (.2); review BRG Committee supplement (.5); follow up with BRG (.2).
10/05/15	S. Alberts	2.50	1,987.50	Prepare for Committee call (.4), Committee call (1.6), follow up with H. Sewell regarding committee call (.2), confer with financial advisor re Committee issues (.3).
10/05/15	H. Sewell	1.60	992.00	Participate in conference call meeting of creditors' committee.
10/05/15	S. Harris	1.60	1,224.00	Participate in call with creditors' committee.
10/06/15	A. Franklin	0.20	103.00	Review correspondence from S. Alberts to Committee with respect to filing of objections and scheduling of call; review correspondence from Committee members with respect thereto.
10/06/15	S. Alberts	0.50	397.50	(B150) Update email to Committee regarding objection status and resolution (.3), follow up communications with UCC (.2).

Meetings of and Communications with Creditors

December 7, 2015

Matter: 15257791-000006

Invoice No.: 1722095

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/07/15	S. Alberts	1.60	1,272.00	Communicate with J. Borow regarding status of Committee issues (.2), communicate with PBGC regarding meeting, Committee issues (.2) and follow up with UCC professionals regarding meeting (.1) and with BRG regarding same (.1), Committee call (1.0).
10/07/15	A. Franklin	1.30	669.50	Prepare for and confer with Committee Members, counsel and financial advisors regarding status of negotiations regarding objections to critical vendors motion, bar date motion, sale motion and DIP financing (1.0); correspond with Committee members regarding October 8, 2015 hearing (0.3).
10/09/15	A. Franklin	1.00	515.00	Participate in conference call with committee members and committee professionals regarding hearing.
10/09/15	S. Harris	1.00	765.00	Participate in Creditors' Committee conference call.
10/09/15	H. Sewell	1.00	620.00	Prepare for conference call with Committee regarding results of second day hearing.
10/09/15	S. Alberts	1.30	1,033.50	Committee call (1.2), and follow up with PBGC (.1).
10/12/15	A. Franklin	0.10	51.50	Correspond with S. Alberts and H. Sewell regarding upcoming conference call with Committee members and professionals (0.1).
10/12/15	H. Sewell	1.20	744.00	Meeting with PBGC.
10/12/15	H. Sewell	0.40	248.00	Respond to email communications with S. Alberts and A. Franklin regarding meeting with PBGC.
10/12/15	H. Sewell	0.90	558.00	Review and edit agenda for committee call (.4); conference with A. Franklin regarding issues for committee call (.5).

Meetings of and Communications with Creditors

December 7, 2015

Matter: 15257791-000006

Invoice No.: 1722095

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/13/15	A. Franklin	1.00	515.00	Correspond with S. Alberts and H. Sewell regarding upcoming call with Committee (0.1); correspond with Committee members and professionals regarding call (0.1); review docketing notifications and related correspondence (0.1); confer with H. Sewell regarding amended notice of appointment of committee (0.1); review amended notice and list of creditors (0.1); leave voice mail message for M. Ochs regarding error in amended notice of appointment and section 341 meeting of creditors (0.1); confer with H. Sewell regarding committee information motion (0.1); review Debtor's statement pursuant to LBR 2016 (0.1); monitor docket and review miscellaneous filings (0.2).
10/13/15	S. Alberts	1.10	874.50	Meeting with PBGC regarding case and claim issues (1.0), Communicate with A. E. Franklin regarding Committee call (.1).
10/13/15	H. Sewell	1.30	806.00	Strategy meeting with PBGC, S. Alberts and J. Borrow regarding case.
10/14/15	S. Alberts	0.60	477.00	Draft proposed agenda and circulated to other professionals (.3), receive comment and forward to Chair (.1), receive additions from chair and approve mailing to UCC (.1), communication with FDIC regarding why its listed as a creditor (.1), follow up with debtor (1).
10/14/15	H. Sewell	0.40	248.00	Conference with Alison Franklin regarding results of meeting with PBGC and issues to be addressed.
10/14/15	A. Franklin	1.10	566.50	Review draft agenda for call with Committee members and professionals and status of various matters (0.2); review correspondence from F. Holder, J. Borow, S. Alberts, and H. Sewell regarding proposed agenda (0.2); review comments from J. Keough on agenda (0.1); review and revise agenda (0.2); correspond with S. Alberts with respect to final draft of agenda (0.2); correspond with Committee members and professionals regarding agenda, summaries of Monarch lift stay motion and key events and deadlines (0.2).

Meetings of and Communications with Creditors

December 7, 2015

Matter: 15257791-000006

Invoice No.: 1722095

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/15/15	S. Harris	1.50	1,147.50	Participate in and present to meeting of Unsecured Creditors' Committee (1.1). Prep for meeting with Committee of Unsecured Creditors (0.4);
10/15/15	H. Sewell	0.50	310.00	Phone conference with Sam Alberts regarding conference call with committee.
10/15/15	H. Sewell	0.70	434.00	Draft responses to email communications regarding committee conference call.
10/15/15	A. Franklin	1.70	875.50	Prepare for and participate in call with Committee members and professionals (1.5); review and revise notes from call (0.2).
10/15/15	A. Franklin	0.30	154.50	Review BRG report in advance of call with Committee members and professionals.
10/15/15	S. Alberts	0.20	159.00	Receive information regarding FDIC firm J. Marines (.1) and provide to FDIC (.1).
10/15/15	S. Alberts	3.30	2,623.50	Review BRG liquidity analysis in advance of Committee call (.3); conference with H. Sewell in advance of committee call(.2); conference with BRG in advance of committee call (.2); review materials in advance of committee call and otherwise prepare for Committee call (.6); Committee call (1.1); follow up with S. Harris (.1); conference with H. Sewell regarding call and next steps (he could not attend) (.3); conference with M. Eckard regarding call with tort claimant counsel and next steps (.2); follow up with M. Eckard (.1); follow up with VCC regarding Stanking call issue (.1) and forward responses (.1).
10/15/15	A. Franklin	0.70	360.50	Correspond with H. Sewell regarding status of bylaws and confidentiality order (0.1); review status thereof (0.2); voice mail messages to and from S. Alberts regarding outstanding items on agenda for Committee call (0.2); correspond with S. Alberts with respect thereto (0.1) correspond with BRG regarding participation in call with Committee members and professional (0.1).

Meetings of and Communications with Creditors

December 7, 2015

Matter: 15257791-000006

Invoice No.: 1722095

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/16/15	A. Franklin	1.30	669.50	Review revised bylaws (0.3); correspond with H. Sewell with respect to additional revisions thereto (0.2); correspond with C. Albaugh regarding execution of the bylaws by the PBGC (0.1); further review and revise bylaws (0.2); correspond with S. Alberts and H. Sewell regarding revised bylaws and redline (0.1); correspond with Committee members with respect to execution of bylaws (0.2); review bylaws executed by PBGC and ATM/Clyde & Co. (0.2).
10/16/15	S. Alberts	0.30	238.50	Receive and review final Committee Bylaws and approve for circulation to UCC (.2), reminder notice to UCC re standing call (.1).
10/16/15	H. Sewell	1.00	620.00	Review edit and finalize committee by laws.
10/19/15	S. Alberts	0.40	318.00	Email to UCC regarding next meeting (.1); receive and forward to Debtor redline of confidentiality order and Committee confidentiality bylaw provision (.1) follow up call regarding same with Debtor's counsel (.2).
10/19/15	A. Franklin	0.20	103.00	Review correspondence from Committee members and professionals regarding availability for standing call (0.1); correspond with S. Alberts regarding scheduling of standing call (0.1).
10/19/15	A. Franklin	0.30	154.50	Correspond with S. Alberts with respect to committee by-laws (0.1); review confidentiality provisions and compare versions (0.2).
10/19/15	A. Franklin	0.10	51.50	Review bylaws executed by J. Merchant and correspond with J. Merchant with respect thereto (0.1).
10/20/15	A. Franklin	0.70	360.50	Correspond with K. Patrick regarding execution of Committee bylaws (0.1); correspond with M. Boivin regarding execution of Committee bylaws (0.1); review proposed agenda for call with Committee members and professionals (0.2); correspond with S. Alberts with respect thereto (0.1); correspond with Committee professionals regarding agenda (0.2).

Meetings of and Communications with Creditors

December 7, 2015

Matter: 15257791-000006

Invoice No.: 1722095

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/20/15	S. Alberts	1.60	1,272.00	Consider committee issues (.2), draft Committee agenda (.1), forward to professional group and receive affirmance (.1), forward to Chairman and receive approval (.1), review summary of critical vendor request for Committee and provide comments to A. Franklin (.3) and receive and review redline thereto and follow up (.3), review and authorize comments to calendar (.2), forward materials and agenda to Committee (.1), review BRG summary and follow up (.2).
10/21/15	S. Alberts	2.20	1,749.00	Obtain executed bylaws and forward (.1); prepare for Committee call (.3), Committee call (1.6), follow up from Committee call with H. Sewell (.1), communicate with Committee re follow up matter (.1).
10/21/15	A. Franklin	3.10	1,596.50	Correspond with and review executed bylaws from K. Patrick (0.1); review correspondence from Committee members regarding availability for conference call (0.2); prepare for call with Committee members and professionals with respect to VVNA critical vendor issue, upcoming key dates and events, and BRG report (1.0); participate in call (1.6); review and finalize notes on call (0.2).
10/21/15	S. Harris	1.20	918.00	Prepare for weekly conference call with Unsecured Creditors Committee (0.4); weekly conference call with UCC (0.8)
10/21/15	A. Franklin	0.30	154.50	Review discrepancy between claims agent's website regarding 341 meeting of creditors and notice of meeting of creditors (0.3).
10/22/15	A. Franklin	0.30	154.50	Review correspondence from various Committee member regarding availability for conference call (0.1); confer with J. Keough with respect thereto (0.1); correspond with S. Alberts with respect to scheduling call (0.1).
10/22/15	A. Franklin	0.30	154.50	Review correspondence from S. Alberts to Committee members and professionals regarding operating reports (0.1); further review operating reports (0.1); correspond with S. Alberts with respect thereto (0.1).
10/22/15	S. Alberts	0.20	159.00	Communicate with UCC regarding MORs.

Meetings of and Communications with Creditors

December 7, 2015

Matter: 15257791-000006

Invoice No.: 1722095

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/23/15	S. Alberts	0.20	159.00	Confer with creditor regarding payment issue.
10/26/15	S. Alberts	0.50	397.50	Consider issues and draft agenda for call and send to chair (.3); forward protective order to UCC (.2).
10/26/15	H. Sewell	0.30	186.00	Review and edit agenda for Committee conference call.
10/26/15	A. Franklin	0.30	154.50	Review agenda for call with Committee members and professionals (0.1); correspond with S. Alberts and H. Sewell regarding agenda, including bar date and schedule of designated contracts (0.2).
10/27/15	H. Sewell	1.00	620.00	Participate in call with Committee regarding status of case and pending issues.
10/27/15	H. Sewell	0.30	186.00	Prepare for Committee Conference Call
10/27/15	H. Sewell	0.30	186.00	Review BRG update report to committee.
10/27/15	S. Alberts	1.70	1,351.50	Prepare for Committee call (.4); forward Committee agenda and materials (.1); Committee call (1.0); post Committee call with PBGC (.2).
10/27/15	A. Franklin	0.10	51.50	Review status of executed Committee bylaws (0.1).
10/28/15	A. Franklin	0.10	51.50	Correspond with Committee member regarding scheduling call to discuss procedure for filing proof of claim.
10/28/15	S. Alberts	0.60	477.00	Confer with M. Ochs regarding UCC's position on tort claim committee and adding committee member (.2) and review communication from M. Ochs to L. Rohn (.1); confer with PBGC regarding proposed nondisclosure order (.3).
10/30/15	S. Alberts	0.80	636.00	Confer with M. Ochs regarding status of inclusion of tort claimant representative on Committee and other related matters (.2); confer with L. Rohn regarding joining Committee and Committee issues (.3); receive and forward PBGC comments regarding protective order (.2) and follow up from Debtor (.1).
Total Hours		97.20		
Fee Amount				\$64,759.50

Meetings of and Communications with Creditors

December 7, 2015

Matter: 15257791-000006

Invoice No.: 1722095

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
S. Alberts	\$795.00	39.30	\$31,243.50
H. Sewell	\$620.00	25.40	\$15,748.00
S. Harris	\$765.00	5.30	\$4,054.50
A. Franklin	\$515.00	25.30	\$13,029.50
D. Pina	\$360.00	<u>1.90</u>	<u>\$684.00</u>
Totals		97.20	\$64,759.50

Fee Total	\$	64,759.50
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Invoice Total	\$	<u>64,759.50</u>
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Dentons US LLP
1301 K Street, NW
Suite 600, East Tower
Washington, DC 20005-3364

Salans FMC SNR Denton
McKenna Long
dentons.com

Official Committee of Unsecured Creditors for Hovensa LLC
John Keough (on behalf of Atlantic Trading, as Chair)
The Chrysler Bldg.
405 Lexington Avenue, 16th Floor
New York, NY 10174
USA

December 7, 2015

Invoice No. 1722096

Client/Matter: 15257791-000007

Employment Applications

Payment Due Upon Receipt

Total This Invoice	\$	40,704.50
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Account # 0801051693
Account Name: Dentons US LLP
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Questions relating to this invoice should be directed to:

S. Alberts
at 1 202 408 6400



Dentons US LLP
1301 K Street, NW
Suite 600, East Tower
Washington, DC 20005-3364

Salans FMC SNR Denton
McKenna Long
dentons.com

Official Committee of Unsecured Creditors for Hovensa LLC
John Keough (on behalf of Atlantic Trading, as Chair)
The Chrysler Bldg.
405 Lexington Avenue, 16th Floor
New York, NY 10174
USA

December 7, 2015

Invoice No. 1722096

Client/Matter: 15257791-000007

Employment Applications

For Professional Services Rendered through October 31, 2015:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/29/15	A. Franklin	2.70	1,390.50	Correspond with S. Alberts and H. Sewell regarding retention applications (.2); review conflicts check (.5); draft Dentons retention application (1.2); correspond and confer with D. Pina and G. Medina regarding list of creditors and parties-in-interest for conflicts search (.5); further correspond with H. Sewell with respect thereto (.1); confer with H. Sewell and G. Medina regarding supplemental conflicts check (.2).
09/29/15	D. Pina	0.50	180.00	Assist S. Alberts with form of Dentons retention application and engagement letter for committee representations.
09/29/15	H. Sewell	0.60	372.00	Conference call with S. Alberts regarding retention of FA and retention issues.
09/30/15	H. Sewell	0.80	496.00	Coordinate with FA Candidates regarding retention issues.
09/30/15	H. Sewell	0.40	248.00	Conference with S. Alberts and S. Star regarding retention issues.
09/30/15	H. Sewell	0.80	496.00	Review Debtor retention applications.
09/30/15	A. Franklin	1.10	566.50	Correspond with S. Alberts and H. Sewell regarding retention application and research related thereto (.2) further confer with H. Sewell with respect thereto (.1); confer with G. Miller regarding research related to retention application (.2); correspond with G. Miller regarding research (.2) review orders and briefs related to fee dispute issue (.3); correspond with S. Alberts and H. Sewell with respect thereto (.1).
09/30/15	A. Franklin	0.10	51.50	Confer with S. Alberts and H. Sewell regarding review of Debtors' retention applications.

Employment Applications

December 7, 2015

Matter: 15257791-000007

Invoice No.: 1722096

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/30/15	G. Miller	4.40	1,980.00	Research re reasonableness of fees language in retention application.
09/30/15	D. Pina	2.40	864.00	Follow-up communications regarding status of notice of appearance and attorney pro hac vice admissions for S. Alberts, H. Sewell and A. Franklin (.2); further coordinate preparation of appearance, pro hac papers and requests for Certificates of Good Standing with Atlanta and DC offices (.8); revise District Court Forms of Application for Pro Hac Vice Admission of A. Franklin, H. Sewell and S. Alberts (.8); circulate drafts for comments (.2); further update and circulate contact list (.4).
09/30/15	A. Franklin	0.80	412.00	Correspond with H. Sewell regarding summary of financial advisor interviews (.1); prepare for additional financial advisor interviews (.2); review and revise attorney admission applications (.1); correspond with D. Pina regarding applications and certificates of good standing (.1); correspond with D. Pina and M. Eckard regarding pro hac vice motions (.1); confer with D. Pina regarding contact list and pro hac vice applications (.2).
10/01/15	S. Alberts	0.50	397.50	Review, revise and forward retention letter per Committee's request (0.2); follow up re fee protection language for retention (.3).
10/01/15	A. Franklin	1.60	824.00	Review additional research regarding defense of fees (.3); correspond with S. Alberts and H. Sewell regarding same and retention application (.2); correspond with G. Miller with respect thereto (.1); draft retention application, including declaration and proposed order (1.0).
10/02/15	D. Pina	1.00	360.00	Communications with A. Franklin regarding Dentons' retention application (.2); provide A. Franklin with forms of application with related exhibits and supporting papers (.8).
10/02/15	A. Franklin	2.80	1,442.00	Draft retention application, including declaration and proposed order (2.5); review rates of various professionals for declaration and budget (0.3).
10/02/15	S. Alberts	0.20	159.00	Internal communication regarding retention issues.

Employment Applications

December 7, 2015

Matter: 15257791-000007

Invoice No.: 1722096

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/02/15	A. Franklin	1.00	515.00	Correspond with H. Sewell regarding list of parties in interest and creditors for conflicts check (0.1); correspond with BRG with respect thereto (0.1); confer with D. Pina regarding EFC notice of electronic filings and ECF registration (.2); correspond with M. Eckard and D. Pina with respect thereto (0.2); review filed copies of pro hac vice motions (0.2); review contact list and confer with P. Matthews and K. Rohling with respect to updates thereto (0.2).
10/03/15	A. Franklin	0.60	309.00	Review retention applications filed by Debtors' professionals.
10/04/15	A. Franklin	0.70	360.50	Continue to work on retention application (0.6); correspond with S. Alberts and H. Sewell with respect to draft retention application (0.1).
10/05/15	S. Alberts	2.60	2,067.00	Review revised objection to sale and stalking horse motion and assess needed changes (1.5), communicate by email (.1) then follow up with co-counsel re revisions to objection (.5), receive and confer with Lime Bay (Stalking Horse) regarding Committee's objections to sale process (.4), receive message from Monarch (.1).
10/05/15	S. Alberts	0.20	159.00	B160. Receive final approval to retention letter and execute (.1) and send to Committee (.1).
10/06/15	S. Alberts	0.30	238.50	Communicate with M. Eckard regarding Lazard retention (.1) and follow up with Committee (.2).
10/06/15	S. Alberts	0.20	159.00	Email re: retention and disclosure issues.
10/06/15	G. Medina	0.30	108.00	Received and reviewed MoFo's retention application from A. Elko Franklin for the purpose of conflicts.
10/06/15	A. Franklin	0.30	154.50	Confer with D. Pina and G. Medina regarding retention application and status of review of conflicts report for disclosures; correspond with G. Medina regarding form schedule for disclosures.
10/07/15	A. Franklin	0.60	309.00	Review matter list for task codes (0.1); draft time entry guidelines for timekeepers (0.3); correspond with timekeepers regarding task codes and time entry guidelines (0.2).

Employment Applications

December 7, 2015

Matter: 15257791-000007

Invoice No.: 1722096

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/07/15	A. Franklin	0.30	154.50	Review White & Case retention application; correspond with S. Alberts with respect thereto; further correspond with S. Albert's and H. Sewell with respect to retention application and scope of representation.
10/10/15	A. Franklin	1.00	515.00	Review Revised U.S. Trustee Guidelines for Larger Chapter 11 Cases (0.5); review sample retention applications (0.5).
10/12/15	A. Franklin	6.50	3,347.50	Confer with H. Sewell with respect to Revised UST Guidelines for Larger Chapter 11 Cases (0.2); correspond and confer with K. Rohling regarding Revised UST Guidelines, exhibits, instructions and frequently asked questions (0.2); detailed review of Revised UST Guidelines (1.4); draft summary thereof (2.3); review and revise summary (1.0); correspond with S. Alberts and H. Sewell with respect thereto (0.2); review draft billing procedure memorandum and correspond with S. Alberts and H. Sewell with respect thereto (0.3); revise retention application to comport with Revised UST Guidelines (0.7); confer with H. Sewell regarding meeting to discuss budget and staffing plan (0.2).
10/13/15	A. Franklin	0.80	412.00	Confer with H. Sewell regarding retention application (0.1); continue to review and revise retention application (0.6); review correspondence from G. Medina regarding status of disclosures (0.1).
10/14/15	A. Franklin	1.50	772.50	Continue to work on retention application and exhibits thereto (0.7); work on draft budget and staffing (0.8).
10/15/15	S. Alberts	1.00	795.00	Review Denton's retention material and declaration (.5); follow up with A. Franklin regarding changes (.3); follow up with E. Reinly regarding retention question (.1); conference with BRG regarding its application (.1).

Employment Applications

December 7, 2015

Matter: 15257791-000007

Invoice No.: 1722096

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/15/15	A. Franklin	3.50	1,802.50	Confer and correspond with G. Medina regarding status of conflicts review and disclosure (0.4); review of preliminary conflicts report for disclosure (0.3); correspond with S. Alberts and H. Sewell with respect thereto (0.1); correspond with G. Medina regarding exhibit to retention application for disclosures (0.1); review draft regarding same (0.2); further confer with G. Medina regarding disclosures and retention application (0.2); confer with S. Alberts regarding comments on retention application (0.2); review draft engagement letter (0.2); continue to review and revise retention application (1.8).
10/16/15	S. Alberts	0.20	159.00	Assess Verein disclosure requirement for retention application.
10/18/15	S. Alberts	0.40	318.00	Confer with E. Reich re retention issues (.3) and follow up with A. Elko re research on a disclosure point (.1).
10/19/15	S. Alberts	0.50	397.50	Communicate with A. Elko regarding application status issue (.2), receive comments to Dentons retention letter and follow up (.3).
10/19/15	A. Franklin	0.90	463.50	Correspond with G. Miller regarding research assignment related to retention (0.1); voice mail message for G. Miller with respect thereto (0.1); further correspond with G. Miller with respect thereto (0.1); review engagement letter (0.1); review Committee member's comments with respect thereto (0.1); correspond with S. Alberts and H. Sewell with respect to additional comments on engagement letter (0.2); confer and correspond with H. Sewell regarding status of disclosures (0.2).
10/19/15	G. Miller	0.10	45.00	Research regarding disclosure of law firm's verein structure in retention applications.
10/20/15	G. Miller	3.40	1,530.00	Research regarding disclosure of law firm's verein structure in retention applications.

Employment Applications

December 7, 2015

Matter: 15257791-000007

Invoice No.: 1722096

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/20/15	A. Franklin	2.40	1,236.00	Correspond with G. Miller regarding research for retention application (0.2); correspond with S. Alberts with respect thereto (0.1); review research provided by G. Miller (0.3); review correspondence from S. Alberts with respect thereto and additional research (0.1); correspond with BRG regarding engagement letter, retention application and proposed order approving retention (0.4); review and revise BRG retention application, proposed order and engagement letter (0.8); correspond with BRG, S. Alberts and H. Sewell with respect thereto (0.1); review research regarding fee issue (0.2); correspond with G. Miller with respect to pleadings (0.1); further review issue (0.1).
10/20/15	S. Alberts	1.40	1,113.00	Follow up regarding retention issues, including review of verein disclosure cases (1.2), follow up regarding Baker Botts issue (.2).
10/21/15	S. Alberts	0.20	159.00	Communication re retention issues.
10/21/15	A. Franklin	2.90	1,493.50	Review and revise retention application, including exhibits thereto (2.4); review research with respect thereto (0.3); correspond with S. Alberts and H. Sewell with respect to finalizing draft application (0.2).
10/22/15	A. Franklin	2.40	1,236.00	Confer with S. Alberts regarding revisions to retention application (0.5); review and revise application (1.0); correspond with S. Alberts with respect thereto (0.1); confer with G. Medina regarding conflicts report and disclosures (0.7); correspond with S. Alberts and H. Sewell with respect thereto (0.1).
10/22/15	S. Alberts	1.40	1,113.00	Review revised retention materials (.5), follow up call with A. Elko regarding materials and changes thereto (.4), receive and review changes (.2), communicate with E. Reich regarding verein issue and materials (.2) and forward materials to E. Reich (.1).
10/23/15	S. Alberts	0.40	318.00	Conflict check and other retention issues.

Employment Applications

December 7, 2015

Matter: 15257791-000007

Invoice No.: 1722096

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/23/15	A. Franklin	0.80	412.00	Review correspondence among S. Alberts, C. Sealy and G. Medina regarding disclosures (0.2); confer with H. Sewell regarding disclosures (0.2); confer with H. Sewell and G. Medina with respect thereto (0.2); correspond with S. Alberts and H. Sewell regarding Hamm Eckard retention application (0.1); correspond with M. Eckard with respect thereto (0.1).
10/23/15	H. Sewell	0.40	248.00	Conference with Alison Franklin regarding status of retention application.
10/23/15	H. Sewell	0.90	558.00	Review draft retention application.
10/26/15	A. Franklin	1.80	927.00	Correspond with S. Alberts and G. Medina regarding finalizing retention application (0.2); correspond with C. Sealy regarding information needed for retention application (0.1); correspond with S. Alberts and G. Medina regarding summary thereof and exhibits to application (0.1); review information provided by C. Sealy (0.3); correspond with G. Medina regarding review of information and language to use for exhibits (0.1); further correspond with G. Medina regarding information and review of database (0.2); further correspond with G. Medina regarding revisions to retention application and declaration in support thereof (0.2); review and revise exhibits to attach to retention application (0.4); correspond with S. Alberts, H. Sewell, G. Medina with respect thereto (0.1); correspond with G. Medina regarding additional information needed for exhibits (0.1).
10/26/15	S. Alberts	0.80	636.00	Review disclosures for retention materials and request follow up (.4); communicate with management regarding verein disclosure issue (.4).
10/26/15	H. Sewell	0.30	186.00	Respond to email communications regarding Dentons retention application
10/27/15	H. Sewell	0.30	186.00	Conference with A. Franklin regarding retention issues.
10/27/15	H. Sewell	0.50	310.00	Review and edit Retention Application and Disclosures

Employment Applications

December 7, 2015

Matter: 15257791-000007

Invoice No.: 1722096

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/27/15	H. Sewell	0.30	186.00	Respond to email communications regarding Dentons retention application.
10/27/15	A. Franklin	1.00	515.00	Review information provided by G. Medina and work on exhibits to disclosure with respect thereto (0.5); correspond with G. Medina with respect thereto (0.1); correspond with C. Sealy and G. Medina with respect thereto (0.2); confer with S. Alberts regarding status of Committee professional retention applications and information needed for firm retention application (0.2); leave voice mail message for A. Golianopoulos with respect thereto (0.1); review correspondence from A. Golianopoulos with respect to same (0.2); review comments on BRG retention application (0.2); further review and revise exhibits to retention application (0.2); correspond with G. Medina with respect thereto (0.2).
10/27/15	S. Alberts	1.20	954.00	Review certain conflicts issues (.4); confer with Management regarding form of retention issue (.5); review BRG retention and provide comments (.3).
10/28/15	A. Franklin	1.10	566.50	Correspond with G. Medina regarding information needed for retention application (0.1); work on exhibit to retention application (0.3); correspond with S. Alberts, H. Sewell and G. Medina regarding revised exhibits for retention application (0.1); voice mail messages to and from G. Medina regarding information needed for retention application (0.2); further correspond with G. Medina with respect thereto (0.2) confer with G. Medina with respect thereto (0.2).
10/29/15	A. Franklin	0.60	309.00	Confer with H. Sewell regarding status of retention application (0.1); review information for exhibit provided by G. Medina (0.2); review and revise same (0.3).
10/29/15	H. Sewell	0.20	124.00	Conference with A. Franklin regarding Dentons and BRG Retention applications.
10/30/15	H. Sewell	0.40	248.00	Respond to email communications regarding Denton's retention application.

Employment Applications

December 7, 2015

Matter: 15257791-000007

Invoice No.: 1722096

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/30/15	A. Franklin	3.00	1,545.00	Finalize exhibits to retention application (0.3); correspond with S. Alberts and H. Sewell with respect thereto (0.1); correspond with C. Sealy and G. Medina regarding review of revised exhibit (0.1); review and revise retention application with exhibits (0.2); correspond with S. Alberts and H. Sewell regarding revised application (0.1); correspond with S. Alberts and H. Sewell regarding specific revisions to exhibit (0.3); correspond with A. Golianopoulos with respect thereto (0.1); review and revise exhibit (0.2); correspond with C. Sealy and G. Medina regarding review of revised exhibit (0.1); review additional information provided by A. Golianopoulos for exhibit (0.2); correspond with S. Alberts and H. Sewell with respect thereto (0.1); further correspond with A. Golianopoulos regarding additional information needed for exhibit (0.2); confer with H. Sewell regarding additional information needed for retention application (0.2); correspond with J. Vizzini regarding retention application (0.3); begin to review and revise same (0.5).
10/30/15	S. Alberts	1.00	795.00	Revise retention application to include verein language and circulate (.5); follow up with declaration language, connection descriptions (.5).
Total Hours		73.30		
Fee Amount				\$40,704.50

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
S. Alberts	\$795.00	12.50	\$9,937.50
H. Sewell	\$620.00	5.90	\$3,658.00
A. Franklin	\$515.00	42.80	\$22,042.00
G. Miller	\$450.00	7.90	\$3,555.00
D. Pina	\$360.00	3.90	\$1,404.00
G. Medina	\$360.00	<u>0.30</u>	<u>\$108.00</u>

Employment Applications

December 7, 2015

Matter: 15257791-000007

Invoice No.: 1722096

Totals	73.30	\$40,704.50
Fee Total	\$ 40,704.50	
Invoice Total	<u>\$ 40,704.50</u>	



Dentons US LLP
1301 K Street, NW
Suite 600, East Tower
Washington, DC 20005-3364

Salans FMC SNR Denton
McKenna Long
dentons.com

Official Committee of Unsecured Creditors for Hovensa LLC
John Keough (on behalf of Atlantic Trading, as Chair)
The Chrysler Bldg.
405 Lexington Avenue, 16th Floor
New York, NY 10174
USA

December 7, 2015

Invoice No. 1722099

Client/Matter: 15257791-000010

Assumption/Rejection of Leases and Contracts

Payment Due Upon Receipt

Total This Invoice	\$	154.50
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Please return this page with your payment

In the case of mail deliveries to:

Dentons US LLP
Dept. 3078
Carol Stream, IL 60132-3078

OR

In the case of overnight deliveries to:

Dentons US LLP
Attention: Accounting
233 South Wacker Drive
Chicago, IL 60606-6361

Payment by wire transfer should be sent to:

Citi Private Bank
227 W Monroe, Chicago, IL 60606
ABA Transit # 271070801
Account # 0801051693
Account Name: Dentons US LLP
Swift Code: CITIUS33

All payments must be in U.S. Dollars - Federal Tax I.D. Number 36-1796730

Questions relating to this invoice should be directed to:

S. Alberts
at 1 202 408 6400



Dentons US LLP
1301 K Street, NW
Suite 600, East Tower
Washington, DC 20005-3364

Salans FMC SNR Denton
McKenna Long
dentons.com

Official Committee of Unsecured Creditors for Hovensa LLC
John Keough (on behalf of Atlantic Trading, as Chair)
The Chrysler Bldg.
405 Lexington Avenue, 16th Floor
New York, NY 10174
USA

December 7, 2015

Invoice No. 1722099

Client/Matter: 15257791-000010

Assumption/Rejection of Leases and Contracts

For Professional Services Rendered through October 31, 2015:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/20/15	A. Franklin	0.30	154.50	Review Notice of Filing of Designated Contracts Schedule (0.2); correspond with S. Alberts and H. Sewell with respect thereto (0.1).
Total Hours		0.30		
Fee Amount				\$154.50

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
A. Franklin	\$515.00	<u>0.30</u>	<u>\$154.50</u>
Totals		0.30	\$154.50
Fee Total	\$	154.50	
Invoice Total	\$	<u>154.50</u>	



Dentons US LLP
1301 K Street, NW
Suite 600, East Tower
Washington, DC 20005-3364

Salans FMC SNR Denton
McKenna Long
dentons.com

Official Committee of Unsecured Creditors for Hovensa LLC
John Keough (on behalf of Atlantic Trading, as Chair)
The Chrysler Bldg.
405 Lexington Avenue, 16th Floor
New York, NY 10174
USA

December 7, 2015

Invoice No. 1722100

Client/Matter: 15257791-000011

Other Contested Matters

Payment Due Upon Receipt

Total This Invoice	\$	67,355.00
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In the case of mail deliveries to:

Dentons US LLP
Dept. 3078
Carol Stream, IL 60132-3078

OR

In the case of overnight deliveries to:

Dentons US LLP
Attention: Accounting
233 South Wacker Drive
Chicago, IL 60606-6361

Payment by wire transfer should be sent to:

Citi Private Bank
227 W Monroe, Chicago, IL 60606
ABA Transit # 271070801
Account # 0801051693
Account Name: Dentons US LLP
Swift Code: CITIUS33

All payments must be in U.S. Dollars - Federal Tax I.D. Number 36-1796730

Questions relating to this invoice should be directed to:

S. Alberts
at 1 202 408 6400

DENTONS

Dentons US LLP
1301 K Street, NW
Suite 600, East Tower
Washington, DC 20005-3364

Salans FMC SNR Denton
McKenna Long
dentons.com

Official Committee of Unsecured Creditors for Hovensa LLC
John Keough (on behalf of Atlantic Trading, as Chair)
The Chrysler Bldg.
405 Lexington Avenue, 16th Floor
New York, NY 10174
USA

December 7, 2015

Invoice No. 1722100

Client/Matter: 15257791-000011

Other Contested Matters

For Professional Services Rendered through October 31, 2015:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/29/15	J. Copeland	0.40	228.00	Email with S. Alberts summarizing first day of motions (.1); begin review of motion (.3).
09/29/15	A. Franklin	1.70	875.50	Review docket and pleadings for key events and deadlines (.9); draft summary thereof (.7); correspond with S. Alberts, H. Sewell and J. Copeland with respect thereto (.1).
09/30/15	J. Copeland	2.20	1,254.00	Review and summarize first day of motions.
09/30/15	S. Alberts	0.40	318.00	Conference with J. Copeland regarding emergency motion to obtain objection deadline extension due to nonresponse by informal request (.2), obtain extension and advise J. Copeland to stand down (1.); receive call from UST regarding extension and respond (.1).
09/30/15	S. Alberts	0.20	159.00	Communicate with J Copeland regarding limited objection to critical vendor motion.
09/30/15	H. Sewell	0.60	372.00	Strategy conference with S. Alberts regarding pending motions and hearings.
09/30/15	H. Sewell	0.50	310.00	Conference with Alison Elko Franklin regarding coordination of response to pending motions,
09/30/15	H. Sewell	0.30	186.00	Email communications with M. Ochs and S. Alberts regarding first day hearings.
10/01/15	A. Franklin	0.10	51.50	Correspond with S. Alberts and H. Sewell regarding sale and DIP issues (.1).
10/01/15	J. Copeland	3.30	1,881.00	Further draft and revise critical-vendor objection per S. Alberts comments (1.5); emails/confer with S. Alberts re: same and procedures for monitoring payments (.4); research procedures for consultation/monitoring in previous cases (.8); review various limited objection filed by other parties to DIP financing, bidding procedures, and the bar date (.6).

Other Contested Matters

December 7, 2015

Matter: 15257791-000011

Invoice No.: 1722100

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/01/15	A. Franklin	0.50	257.50	Review and revise summary of bar date motion and designation motion (.2); correspond with S. Alberts and H. Sewell with respect thereto (.1) correspond with S. Alberts regarding summary of Debtor's key events and timeline (.1); correspond with G. Miller with respect thereto (.1).
10/01/15	A. Franklin	0.10	51.50	Correspond with S. Alberts regarding extension of time to object to various motions (.1).
10/01/15	H. Sewell	0.80	496.00	Review drafts of proposed orders on first day motions.
10/02/15	J. Copeland	4.30	2,451.00	Further draft objection to critical vendor motion and email same to S. Alberts (1.9); confer with S. Alberts re: edits to proposed critical-vendor order (.4); draft and email S. Alberts re: proposed critical-vendor procedures (.5); research regarding critical-vendor and administrative expense standards in Delaware (.9); emails regarding recently filed documents and motions, including motion for leave to file replies (.6).
10/02/15	A. Franklin	0.30	154.50	Review motion for leave to file replies in connection with matters to be considered at October 8 hearing (0.1); correspond with S. Alberts, H. Sewell and J. Copeland with respect thereto (0.2)
10/03/15	A. Franklin	2.70	1,390.50	Review motion for extension of time to file schedules and order granting same (0.3); review Hill certification in support of first-day motions (1.0); review first-day motions and interim orders related to cash management, wages, insurance, utilities and taxes (1.4).
10/03/15	S. Alberts	3.70	2,941.50	() Analyze draft list of potential committee asks to resolve objections to first day motion (1.2); follow up with H. Sewell (.3); receive comments and revise list and forward to financial advisors (.3); review sale materials (1.3); receive draft sale motion objection (.6)

Other Contested Matters

December 7, 2015

Matter: 15257791-000011

Invoice No.: 1722100

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/04/15	A. Franklin	1.90	978.50	Review and revise objection to bar date motion (0.5); correspond with S. Alberts, H. Sewell and J. Copeland with respect thereto (0.1); further correspond with S. Alberts regarding publication of bar date notice and insider and affiliates (0.2); review and revise motion (0.3); review motion to pay critical vendors (0.5); review draft objection with respect thereto (0.3).
10/04/15	H. Sewell	1.00	620.00	Review docket and status of filings and deadlines.
10/04/15	S. Alberts	0.30	238.50	Communicate with K. Cain regarding sale objection.
10/04/15	S. Alberts	0.20	159.00	Receive and review motion to pay prepetition scholarships.
10/05/15	S. Alberts	0.90	715.50	Emails (.1) then confer with Debtor's counsel regarding Committee's objections to various first day motions (.5), confer with UST regarding status of objection (.2), follow up with Debtor (.1).
10/05/15	H. Sewell	1.70	1,054.00	Phone conference with S. Alberts to discuss strategy related to several pending first day motions (.6); Conference with Al. Franklin regarding same (.4); Follow up discussion with S. Alberts and A. Franklin regarding same (.7)
10/05/15	H. Sewell	1.60	992.00	Edit responses to first day hearings.
10/05/15	J. Copeland	0.30	171.00	Email with S. Alberts regarding critical-vendor motion, and edits to proposed order.
10/06/15	J. Copeland	0.90	513.00	Review, edit, and finalize limited objection to critical-vendor and bar-date motion (.7); email S. Alberts re: same (.1); distribute critical-vendor motion to committee for review (.1).
10/06/15	H. Sewell	0.40	248.00	Phone conference with S. Alberts regarding development, outstanding issues at hearing, settlement discussions and strategy.
10/06/15	H. Sewell	0.50	310.00	Follow up phone conference with S. Alberts regarding development, outstanding issues at hearing, settlement discussions and strategy.
10/06/15	H. Sewell	0.50	310.00	Follow up phone conference with Debtor regarding resolutuion of DIP Motion and Sale Procedures.

Other Contested Matters

December 7, 2015

Matter: 15257791-000011

Invoice No.: 1722100

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/06/15	H. Sewell	0.70	434.00	Phone conference with Committee team regarding negotiating strategy with Debtor and lenders re various first day motions.
10/06/15	S. Alberts	3.40	2,703.00	Communicate with Debtor regarding various first day issues (.1) J. Marines regarding bar date and critical vendor issues (.2), review and forward proposed critical vendor procedure (.2) and redline of bar date order (.2), follow up with J. Marines (.2), review objection to bar date motion approve for filing (.2) review objection to critical vendor and approve for filing (.2), confer with Debtor's counsel regarding all open objections to first day motions and attempt to resolve (.8), follow up with H. Sewell (.2), follow up with BRG regarding DIP budget issue (.3), confer with M. Eckard regarding budget issue (.1) and follow up (.1), confer with H. Sewell regarding open motion points with Debtors (.2), follow up with Debtor regarding open points (.3) and follow up with H. Sewell (.1), prepare for Thursday hearings (.6)
10/07/15	S. Alberts	7.30	5,803.50	Confer with counsel for GVI regarding status of UCC objections (.3); Communicate with Debtor regarding status of various contested matters (.1);confer with Lenders regarding various open issues (.3), follow up due to apparent nonmovement and preparation for tomorrow's hearings, including insprersed communications with debtor and Arch Light and H. Sewell (6.6).

Other Contested Matters

December 7, 2015

Matter: 15257791-000011

Invoice No.: 1722100

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/07/15	A. Franklin	2.90	1,493.50	Draft template affidavit of service (0.2); correspond and confer with K. Rohling regarding supplemental affidavit of service for various objections (0.2); review filed affidavit (0.2); confer with P. Matthews regarding agenda and binder for October 8 hearing (0.2); confer with P. Matthews and K. Rohling regarding filings, maintaining file, and updating service list (0.4); correspond with D. Pina and K. Rohling regarding telephonic court appearance (0.2); confer with S. Alberts and H. Sewell regarding logistics and CourtCall for October 8th hearing (0.1); arrange for CourtCall appearance (0.2); correspond with Committee professionals regarding attendance at hearing (0.1); correspond with S. Alberts, H. Sewell and M. Eckard regarding status of pro hac vice motions (0.1); review agenda (0.2); review final orders for first-day motions regarding wages, utilities, insurance and taxes (0.5); monitor docket and review miscellaneous pleadings (0.3).
10/07/15	H. Sewell	4.80	2,976.00	Prepare for hearing on 2nd Day Motions.
10/07/15	H. Sewell	2.10	1,302.00	Phone conference with S. Alberts regarding negotiation with debtor and lenders and buyer (.5); phone conference with lenders regarding motions (1.0); follow up phone conference with S. Alberts regarding same (.3); follow up email communication with lender counsel regarding same (.3).
10/07/15	D. Pina	1.00	360.00	Communications regarding telephonic appearance and participation at hearing (.3); review and analyze procedures for telephonic participation (.2); status check regarding pro hac admission of Dentons attorneys (.2); related communications with Docket Dept. (.3)
10/08/15	H. Sewell	3.20	1,984.00	Prepare for 2nd Hearings including presentation of motion and cross examination.
10/08/15	H. Sewell	2.20	1,364.00	Strategy meeting with S. Alberts in preparation for hearing on 2nd Day Motions.
10/08/15	H. Sewell	4.50	2,790.00	Attend hearing on 2nd day motions.
10/08/15	H. Sewell	1.50	930.00	Review and organize materials notes from hearing for preparation of list of action items.

Other Contested Matters

December 7, 2015

Matter: 15257791-000011

Invoice No.: 1722100

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/08/15	A. Franklin	0.40	206.00	Review revised bar date order (0.2); review correspondence between S. Alberts and H. Sewell related thereto (0.2).
10/08/15	A. Franklin	2.00	1,030.00	Review correspondence between S. Alberts and L. Marinuzzi regarding DIP financing and budget (0.2); confer with S. Alberts regarding research of budget and challenge period for committee investigation of insider prepetition liens and financing (0.1); confer with M. Weiss with respect to research (0.2); research appropriate budget and challenge periods (1.1); correspond with S. Alberts, H. Sewell and M. Weiss with respect thereto (0.4).
10/08/15	A. Franklin	4.80	2,472.00	Prepare for and participate in omnibus hearing regarding critical vendor motion, cash management motion, bar date motion, scholarship motion, retention applications, bid procedures and DIP financing (3.8); correspond with committee members with respect thereto (0.3); confer with H. Sewell with respect to report of hearing (0.2); review various orders (0.5).
10/08/15	S. Alberts	12.10	9,619.50	Prepare for various first day contested matters, with focus on Sale, DIP and Claims Bar date and resolution thereof (including work on train to Delaware) and working with H. Sewell in Delaware and working with Debtor, Lenders, stalking horse in effort to resolve open issues (5.8), hearing on various contested matters, work during break to resolve open issues (5.3), post hearing communicate with lender's counsel and Committee professionals (.4), review of motions and approvals (.6).
10/09/15	S. Alberts	0.30	238.50	Communications regarding various forms of order regarding yesterday's hearings (.3).
10/09/15	A. Franklin	1.10	566.50	Confer with H. Sewell regarding omnibus hearing and next steps (0.2); review notes from hearing and prepare for call with committee regarding hearing and next steps (0.3); confer with S. Alberts and H. Sewell regarding strategy of case and next steps (0.3); further confer with H. Sewell regarding strategy and next steps (0.3).

Other Contested Matters

December 7, 2015

Matter: 15257791-000011
Invoice No.: 1722100

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/13/15	H. Sewell	0.60	372.00	Conference with S. Alberts regarding handling of pending motions and open issues.
10/13/15	A. Franklin	0.40	206.00	Correspond with S. Alberts regarding summary of key events and deadlines (0.1); update summary thereof (0.3).
10/15/15	S. Alberts	0.20	159.00	Review entered orders regarding contested matters.
10/15/15	A. Franklin	0.90	463.50	Review correspondence between S. Alberts and L. Marinuzzi regarding issue with possible critical vendor payment to VWNA (0.2); review of correspondence from BRG regarding same, including Settlement Agreement and Consent Decree (0.6); correspond with L. Marinuzzi regarding call (0.1).
10/16/15	A. Franklin	0.50	257.50	Review correspondence regarding critical vendor issues with VWNA; correspond with L. Marinuzzi and S. Alberts regarding call to discuss critical vendor issues with VWNA.
10/16/15	H. Sewell	0.30	186.00	Emails with alison elko regarding status of pending motions and discovery.
10/17/15	A. Franklin	2.40	1,236.00	Review all correspondence from Debtor, financial advisors and S. Alberts regarding critical vendor issue (0.4); review and analyze Consent Decree (0.5); review and analyze Settlement Agreement with attachments (0.7); research VWNA claim, contract and pre-petition payments with respect thereto (0.4); outline general issues for call with Debtor (0.4).

Other Contested Matters

December 7, 2015

Matter: 15257791-000011

Invoice No.: 1722100

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/19/15	A. Franklin	10.50	5,407.50	Research Veolia Environment and NAWS entities (0.5); research and review setoff issue (0.8); prepare for call with Debtor regarding critical vendor issue with VWNA (1.2); prepare for and participate in conference call with L. Marinuzzi, S. Schoyer, T. Hill, J. Vizzini, J. Borow, S. Alberts regarding critical vendor issue with VWNA (0.3); correspond with BRG regarding VWNA claim (0.1); review critical vendor budget (0.2); review standard of review for payment of critical vendor (1.4); draft memorandum regarding analysis of critical vendor payment and recommendation (4.5); review and revise memorandum (1.4); correspond with S. Albert's and H. Sewell with respect thereto (0.1).
10/20/15	A. Franklin	4.80	2,472.00	Further review and revise version of the memorandum to the Committee regarding the VWNA critical vendor issue (1.4); correspond with S. Alberts and H. Sewell with respect thereto (0.1); further correspond with S. Alberts with respect thereto (0.1); compare versions of memorandum (0.2); further correspond with S. Alberts regarding redline (0.1); review comments from S. Alberts (0.3); further review and revise memorandum regarding the VWNA critical vendor issue (0.8); correspond with S. Alberts with respect thereto (0.1); review comments thereon (0.2); further review and revise memorandum (1.2); correspond with S. Alberts with respect thereto (0.1); review updated docket review memorandum (0.2).
10/20/15	S. Alberts	0.80	636.00	Receive and review news report (.2) and then receive and review litigation briefing regarding Hess' withdrawal of litigation to Federal Court and referral to Bankruptcy Court (.4) and communicate with M. Eckard regarding same (.2).
Total Hours		108.00		
Fee Amount				\$67,355.00

Other Contested Matters

December 7, 2015

Matter: 15257791-000011

Invoice No.: 1722100

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
S. Alberts	\$795.00	29.80	\$23,691.00
H. Sewell	\$620.00	27.80	\$17,236.00
A. Franklin	\$515.00	38.00	\$19,570.00
J. Copeland	\$570.00	11.40	\$6,498.00
D. Pina	\$360.00	<u>1.00</u>	<u>\$360.00</u>
Totals		108.00	\$67,355.00

Fee Total	\$	67,355.00
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Invoice Total	<u>\$</u>	<u>67,355.00</u>
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John Keough (on behalf of Atlantic Trading, as Chair)
The Chrysler Bldg.
405 Lexington Avenue, 16th Floor
New York, NY 10174
USA

December 7, 2015

Invoice No. 1722101

Client/Matter: 15257791-000012

Non-Working Travel

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Account Name: Dentons US LLP
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S. Alberts
at 1 202 408 6400



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New York, NY 10174
USA

December 7, 2015

Invoice No. 1722101

Client/Matter: 15257791-000012

Non-Working Travel

For Professional Services Rendered through October 31, 2015:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/02/15	S. Alberts	5.70	4,531.50	Travel to Union Station for trip to Debtor's counsel (.6), travel from Penn Station to MoFo's offices in NYK (.6); travel from NYC to WDC Union Station and then home (4.5).
10/02/15	H. Sewell	1.00	620.00	Travel to New York for meeting with Debtor.
10/02/15	H. Sewell	1.00	620.00	Return to Atlanta from meeting in New York
10/07/15	H. Sewell	1.50	930.00	Travel to Wilmington Delaware for Hearing.
10/08/15	S. Alberts	2.20	1,749.00	Non-work travel to Union Station (.4) and from Delaware to train to hotel (.3), return from Delaware to Washington (1.5).
10/08/15	H. Sewell	2.00	1,240.00	Return to Atlanta from Wilmington DE
10/13/15	H. Sewell	1.40	868.00	Travel to Washington DC for meeting with PBGC and BRG
10/13/15	H. Sewell	1.20	744.00	Return to Atlanta from meeting with PBGC and BRG
Total Hours		16.00		
Fee Amount				\$11,302.50
50% Discount				(\$5,651.25)
Fee Total				\$5,651.25

Non-Working Travel

December 7, 2015

Matter: 15257791-000012

Invoice No.: 1722101

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
S. Alberts	\$795.00	7.90	\$6,280.50
H. Sewell	\$620.00	<u>8.10</u>	<u>\$5,022.00</u>
Totals		16.00	\$11,302.50
Fee Total	\$	5,651.25	
Invoice Total	\$	<u>5,651.25</u>	



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December 7, 2015

Invoice No. 1722103

Client/Matter: 15257791-000015

Financing/Cash Collections

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Total This Invoice	\$	42,179.00
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ABA Transit # 271070801
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Account Name: Dentons US LLP
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December 7, 2015

Invoice No. 1722103

Client/Matter: 15257791-000015

Financing/Cash Collections

For Professional Services Rendered through October 31, 2015:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/28/15	S. Alberts	1.20	954.00	Review cash collateral motion (1.2).
09/28/15	S. Alberts	1.20	954.00	Review cash collateral motion.
09/29/15	S. Alberts	4.60	3,657.00	(B190) Review and assess various first day motions, with particular focus on DIP and Sale Motion and assessment of timing issues.
09/30/15	S. Alberts	0.30	238.50	Communicate with co-counsel regarding drafting objection to DIP Financing Motion and basis for objection.
09/30/15	A. Franklin	0.80	412.00	Confer with S. Alberts and H. Sewell regarding analysis of DIP issues (.1); review issues with DIP financing and budget (.5); conference and correspond with M. Weiss with respect thereto (.2).
09/30/15	H. Sewell	1.40	868.00	Begin preparation of response to DIP Financing Objection.
09/30/15	H. Sewell	0.40	248.00	Conference with Matt Weiss regarding preparation of objection to DIP Financing Motion.
10/01/15	H. Sewell	0.30	186.00	Review Objections to DIP Financing filed with Court.
10/01/15	A. Franklin	2.20	1,133.00	Continue work on list of issues with DIP financing (.7); confer with M. Weiss regarding DIP issues (.3); correspond with G. Miller regarding research of DIP issues (.2); confer with M. Weiss regarding DIP issues (.2); review research regarding terms of DIP loan and insider DIP loans (.2); correspond with G. Miller and M. Weiss with respect thereto (.2); review draft DIP objection (.3); correspond with S. Alberts, H. Sewell, J. Copeland and M. Weiss with respect thereto (0.1).

Financing/Cash Collections

December 7, 2015

Matter: 15257791-000015

Invoice No.: 1722103

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/01/15	M. Weiss	10.70	4,708.00	Drafted response in opposition to motion to approve DIP Financing.
10/02/15	M. Weiss	4.30	1,892.00	Drafted opposition to motion to approve DIP Financing.
10/02/15	H. Sewell	1.80	1,116.00	Detailed review of status of objection to DIP Financing Motion and prepare suggestions to modifications.
10/02/15	A. Franklin	0.60	309.00	Continue to work on summary of issues with DIP (0.4); confer with M. eiss with respect to Committee professional meeting with debtor's professional as it relates to DIP financing (.2).
10/03/15	M. Weiss	9.80	4,312.00	Draft opposition to motion to approve DIP Financing.
10/03/15	S. Alberts	0.60	477.00	Communicate with financial advisor re potential DIP (.3); request, receive and forward additional names of potential DIP lenders (.6).
10/04/15	S. Alberts	0.30	238.50	Emails with alternative DIP lenders (.3).
10/04/15	A. Franklin	2.40	1,236.00	Review DIP financing motion and interim order with respect thereto (1.3); review GVI objection to DIP financing motion (0.2); review and comment on draft of DIP objection (0.6); review BRG update report with observations on DIP financing and budget (0.3).
10/04/15	H. Sewell	1.00	620.00	Prepare materials for objection to DIP financing.
10/05/15	H. Sewell	0.40	248.00	Conference with Matt Weiss regarding DIP Objections.
10/05/15	H. Sewell	2.40	1,488.00	Review and research case law cited in DIP Objection
10/05/15	S. Alberts	1.20	954.00	Review DIP Motion regarding certain issues (.7), confer with H Sewell regarding DIP objection issue (.4), confer with M. Eckard regarding budget issue (.1).
10/05/15	M. Weiss	2.00	880.00	Drafted opposition to motion to approve DIP Financing.
10/05/15	H. Sewell	3.50	2,170.00	Edit Objection to DIP Financing Motion.
10/06/15	H. Sewell	3.70	2,294.00	Review edit finalize objection to DIP Financing motion.

Financing/Cash Collections

December 7, 2015

Matter: 15257791-000015

Invoice No.: 1722103

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/06/15	H. Sewell	0.80	496.00	Phone conference with Debtor regarding negotiation of DIP Financing Terms and Bid Procedure terms.
10/06/15	S. Alberts	1.70	1,351.50	(B230) Review and comment on objection to DIP motion (1.0) and follow up with co-counsel regarding modifications (.3), receive and review final draft of Objection (.4).
10/06/15	S. Alberts	0.50	397.50	Follow up with BRG regarding DIP budget issue (.3), confer with M. Eckard regarding budget issue (.1) and follow up (.1).
10/06/15	H. Sewell	2.30	1,426.00	Prepare materials for use at hearing in connection with DIP Financing Motion.
10/07/15	H. Sewell	1.20	744.00	Review updated, proposed DIP Financing Order.
10/07/15	H. Sewell	3.20	1,984.00	Prepare opening statement and cross examination questions in connection with DIP Financing Motion.
10/07/15	A. Franklin	2.40	1,236.00	Confer with H. Sewell regarding DIP financing and challenge period (0.2); correspond with S. Alberts and H. Sewell with respect to declarations in support of DIP financing (0.1); review and analyze Pohl and Kahn declarations in support of DIP financing (0.6); prepare for hearing on DIP financing motion (0.6); review certification of counsel for motion regarding payment to critical vendors and blackline of revised proposed order (0.2); correspond with H. Sewell with respect thereto (0.1); review blackline of proposed dip financing order (0.3); review correspondence with debtor's counsel with respect thereto (0.2).
10/08/15	M. Weiss	1.10	484.00	Researched issues for hearing on motion to approve DIP Financing.
10/09/15	H. Sewell	2.50	1,550.00	Edit proposed DIP Order (1.2); Review proposed new budget (.4); communicate with Debtor counsel regarding order and budget (.5); conference with sam alberts regarding same (.4).

Financing/Cash Collections

December 7, 2015

Matter: 15257791-000015

Invoice No.: 1722103

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/12/15	A. Franklin	0.70	360.50	Review final DIP order, final bid procedures and other docket entries for key events and deadlines (0.4); draft summary thereof (0.2); correspond with S. Alberts, H. Sewell and J. Copeland with respect thereto (0.1).
10/23/15	S. Alberts	0.70	556.50	Receive call from M. Ochs regarding tort claimant committee issue (.3); review new filings (.4).
Total Hours		74.20		
Fee Amount				\$42,179.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
S. Alberts	\$795.00	12.30	\$9,778.50
H. Sewell	\$620.00	24.90	\$15,438.00
A. Franklin	\$515.00	9.10	\$4,686.50
M. Weiss	\$440.00	<u>27.90</u>	<u>\$12,276.00</u>
Totals		74.20	\$42,179.00
Fee Total	\$	42,179.00	
Invoice Total	\$	<u>42,179.00</u>	



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USA

December 7, 2015

Invoice No. 1722104

Client/Matter: 15257791-000020

Claims Administration and Objections

Payment Due Upon Receipt

Total This Invoice	\$	8,126.00
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December 7, 2015

Invoice No. 1722104

Client/Matter: 15257791-000020

Claims Administration and Objections

For Professional Services Rendered through November 23, 2015:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/03/15	A. Franklin	5.20	2,678.00	Review GVI objection to bar date motion (0.2); research Bankruptcy Rle 3003(c) and significance of bar date (2.80: draft objection to bar date motion (2.2).
10/04/15	A. Franklin	1.10	566.50	Review and revise objection to bar date motion (0.5); correspond with S. Alberts, H. Sewell and J. Copeland with respect threto (0.1); further correspond with S. Alberts regarding publication of bar date notice and insider and affiliates (0.2); review and revise motion (0.3).
10/05/15	A. Franklin	0.70	360.50	Correspond with S. Alberts regarding revisions to proposed bar date order (0.1); review proposed bar date order (0.3); revise order and compare versions (0.2); correspond with J. Marines, S. Alberts and H. Sewell with respect thereto (0.1).
10/06/15	A. Franklin	0.90	463.50	Oversee filing of objections to critical vendors motion, bar date motion, DIP financing motion, and bid procedures motion (0.4); review stamped copies of objections (0.3); confer with Eckard regarding ECF issue with respect to filing objections, certificate of service for objections, pro hac vice orders and October 8 hearing (0.3)
10/06/15	A. Franklin	1.10	566.50	Review and revise objection to bar date motion to reference recent filing of Schedules (0.2); correspond with Committee members and professionals with respect thereto (0.1); correspond and confer with H. Sewell with respect thereto (0.3); further review and revise objection (0.1); correspond with S. Alberts, H. Sewell and J. Copeland with respect to final draft (0.2); correspond with M. Eckard regarding final draft (0.2).

Claims Administration and Objections

December 7, 2015

Matter: 15257791-000020

Invoice No.: 1722104

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/16/15	S. Alberts	1.30	1,033.50	Communicate with L. Rohn and M. Eckard re due diligence re tort claims and related case issues (.8) and follow up with M. Eckard re same (.2); receive information re critical vendor payment issue and follow up with A. Elko (.3).
10/19/15	S. Alberts	0.50	397.50	Communicate with Debtor regarding critical vendor request (.4) and follow up with A. Elko (.1).
10/21/15	A. Franklin	0.20	103.00	Brief review of information on claims agent's website regarding bar date (0.2).
10/22/15	A. Franklin	0.70	360.50	Review electronic submission of proof of claim via interface on claims agent website (0.2); draft summary of bar date order and notice for Committee (0.5).
10/23/15	A. Franklin	2.60	1,339.00	Work on summary of bar date order and procedures related thereto for Committee and creditors (1.6); correspond with S. Alberts and H. Sewell with respect thereto (0.1); review docket review memorandum regarding recent filings and review pleadings related thereto (0.7); correspond with H. Sewell regarding Schedule of Designated Contracts and prior docket review (0.2).
10/26/15	A. Franklin	0.50	257.50	Review and revise summary of bar date procedures (0.4); correspond with Committee members regarding bar date procedures (0.1).
Total Hours		14.80		
Fee Amount				\$8,126.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
S. Alberts	\$795.00	1.80	\$1,431.00
A. Franklin	\$515.00	<u>13.00</u>	<u>\$6,695.00</u>
Totals		14.80	\$8,126.00

Claims Administration and Objections

December 7, 2015

Matter: 15257791-000020

Invoice No.: 1722104

Fee Total	\$	8,126.00
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Invoice Total	\$	<u>8,126.00</u>
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December 7, 2015

Invoice No. 1722107

Client/Matter: 15257791-000026

Analysis/Strategy

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December 7, 2015

Invoice No. 1722107

Client/Matter: 15257791-000026

Analysis/Strategy

For Professional Services Rendered through October 31, 2015:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/30/15	H. Sewell	0.80	496.00	Phone conference with Sam Alberts regarding developments concerning sale process and committee status.
Total Hours		0.80		
Fee Amount				\$496.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
H. Sewell	\$620.00	<u>0.80</u>	<u>\$496.00</u>
Totals		0.80	\$496.00
Fee Total	\$	496.00	
Invoice Total	\$	<u>496.00</u>	



Dentons US LLP
1301 K Street, NW
Suite 600, East Tower
Washington, DC 20005-3364

Salans FMC SNR Denton
McKenna Long
dentons.com

Official Committee of Unsecured Creditors for Hovensa LLC
John Keough (on behalf of Atlantic Trading, as Chair)
The Chrysler Bldg.
405 Lexington Avenue, 16th Floor
New York, NY 10174
USA

December 7, 2015

Invoice No. 1722114

Client/Matter: 15257791-000042

Discovery Motions

Payment Due Upon Receipt

Total This Invoice	\$	70,860.50
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Questions relating to this invoice should be directed to:

S. Alberts
at 1 202 408 6400



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Discovery Motions

For Professional Services Rendered through October 31, 2015:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/30/15	J. Grossbart	1.90	1,843.00	Telephone conference with S. Alberts regarding litigation review and issues (.3); review key background materials and recent press (1.0); review draft/proposed protective order (.6).
09/30/15	S. Alberts	1.30	1,033.50	Confer with co-counsel re litigation support issues regarding JV Partner claims issues and potential time restrictions (.6), communicate with J. Grossbart regarding litigation support (.5), coordinate with H. Sewell regarding J. Grossbart (.1), provide materials to J. Grossbart (.2).
10/01/15	S. Alberts	1.90	1,510.50	B310 Conference with J. Grossbart re potential claims defense to owners, other potential affirmative recovery (.6), confer with G. Miller re research related to claims defense issues (.2), obtain and review preliminary research (1.0) and forward to J. Grossbart (.1).
10/01/15	J. Grossbart	2.10	2,037.00	Continue review of key background documents and bankruptcy filings re: potential litigation against JV Porter.
10/01/15	J. Grossbart	0.30	291.00	Telephone conference with S. Alberts re proposed confidentiality stipulation and general litigation strategy.
10/01/15	G. Miller	2.90	1,305.00	Research regarding recharacterization of insider loans, badges of fraud and equitable subordination.
10/02/15	J. Grossbart	0.50	485.00	Conferences with S. Alberts re strategy and investigatory approach.
10/02/15	J. Grossbart	0.80	776.00	Review new research and cases for investigation.
10/02/15	J. Grossbart	1.40	1,358.00	Draft court hearing argument points re investigation timing.

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/03/15	S. Alberts	0.70	556.50	(B120) Receive and forward data base access. (.2), begin review of materials in database (.5).
10/07/15	A. Franklin	0.80	412.00	Research motion for Rule 2004 examination.
10/09/15	D. Morris	2.60	1,521.00	Research regarding service requirements on entity owned by Venezuelan government under the Hague Convention and Inter-American Service Convention (1.8); draft and revise step-by-step summary of process of service under either the Hague Convention or the Inter-American Service Convention (0.8).
10/09/15	S. Alberts	2.20	1,749.00	Communicate with D. Morris regarding service on PDVSA issues (.2), and review research (.3), began assessment of issues and examination strategy (1.7).
10/10/15	A. Franklin	1.20	618.00	Review motions for Rule 2004 examination; review local rules regarding Rule 2004 exams.
10/12/15	A. Franklin	0.50	257.50	Confer with H. Sewell regarding meeting to discuss strategy with respect to investigation; continue to review Rule 2004 and related examinations and document production.
10/12/15	S. Alberts	3.50	2,782.50	Review of materials for JV investigation.
10/12/15	H. Sewell	2.70	1,674.00	Prepare and outline investigation plan per investigation approved by Court.
10/13/15	S. Alberts	5.50	4,372.50	Prepare for (.4) and Communicate with H. Sewell and BRG regarding JV investigation issues and other related issues (2.0); follow up document review from initial disclosures (3.1).
10/13/15	A. Franklin	0.80	412.00	Review motions for Rule 2004 exam (0.2); correspond with H. Sewell with respect thereto (0.3); confer with H. Sewell regarding Rule 2004 exams and discovery (0.1); review draft motion for Rule 2004 exam (0.2).
10/13/15	H. Sewell	2.70	1,674.00	Strategy conference with Sam Alberts and Jay Borrow regarding investigation of owners/lenders liens and claims.
10/13/15	H. Sewell	2.30	1,426.00	Prepare Motion to Take 2004 Motions.
10/13/15	H. Sewell	1.60	992.00	Review intial debtor document production.

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/14/15	H. Sewell	2.30	1,426.00	Review documents in data room, research regarding information to be requested in examination.
10/16/15	H. Sewell	1.20	744.00	Review and edit motion to take rule 2004 exam
10/16/15	S. Alberts	1.50	1,192.50	Review information regarding potential claims and actions against JV parents and affiliates.
10/19/15	S. Alberts	1.40	1,113.00	Communicate with H. Sewell regarding 2004 investigation issue and other case issues (.5), receive and review material from BRG in advance of investigation call (.2), call with BRG and H. Sewell regarding BRG materials and other investigation issues (.6), follow up call to L. Marinuzzi regarding call with Debtor regarding investigation (.1).
10/19/15	H. Sewell	3.90	2,418.00	Continued drafting and preparation of 2004 Exam and discovery requests (1.8); review docket, pleadings and information regarding available information concerning issues for investigation and discovery motion (2.1)
10/19/15	H. Sewell	1.10	682.00	Review emails and documents from BRG Capital regarding their investigation (.6); phone call with committee professionals regarding BRG summary (.5)
10/20/15	S. Alberts	2.50	1,987.50	Receive, review and provide written comments to draft 2004 motion (1.0), follow up call with H. Sewell regarding 2004 scope and other case related issues (.7) and then follow up with other estate professional regarding investigation and related issues (.8).
10/20/15	A. Franklin	0.20	103.00	Brief review of correspondence from H. Sewell to Committee regarding Motion for Rule 2004 examination.
10/20/15	H. Sewell	2.20	1,364.00	Review edit circulate draft motion for 2004 exam.
10/20/15	H. Sewell	0.60	372.00	Draft correspondence to committee regarding 2004 Motion and investigation.
10/20/15	H. Sewell	1.00	620.00	Phone conference with committee professionals regarding draft 2004 exam and handling of same.
10/20/15	H. Sewell	1.50	930.00	Review and edit draft 2004 Motion.

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/21/15	A. Franklin	0.60	309.00	Review correspondence from H. Sewell regarding motion for 2004 examination (0.1); review draft motion (0.3); confer with H. Sewell with respect to motion, call with Debtor's counsel and next steps (0.2)
10/21/15	S. Alberts	1.80	1,431.00	Communicate with H. Sewell re discovery issues to address with Debtor (.3), review draft 2004 motion in advance of call with Debtor (.3), communication with Debtor re 2004 investigation topics (1.0), follow up with H. Sewell (.2).
10/21/15	H. Sewell	0.40	248.00	Prepare for meet and confer conference with the Debtor regarding discovery motion.
10/21/15	H. Sewell	1.40	868.00	Participate in meet and confer conference with debtor regarding discovery requests.
10/21/15	H. Sewell	1.00	620.00	Review documents and information in data room in connection with meet and confer phone conference.
10/22/15	S. Alberts	0.30	238.50	Review and comments on discovery list.
10/22/15	H. Sewell	2.10	1,302.00	Draft memo to debtor regarding documents and information to be produced immediately.
10/23/15	S. Alberts	1.30	1,033.50	Communicate with H. Sewell in advance of call with Hess (.2); confer with Hess (.8); follow up with Hess (.3).
10/23/15	H. Sewell	2.10	1,302.00	Review edit and finalize email to debtor counsel regarding status of document production.
10/23/15	H. Sewell	1.30	806.00	Draft correspondence to each of Hess and PDVS regarding meet and confer related to 2004 Exam.
10/23/15	H. Sewell	0.40	248.00	Prepare for meet and confer conference with counsel for Hess.
10/23/15	H. Sewell	0.40	248.00	Phone conference with sam alberts regarding investigation and meet and confers with discovery parties.
10/23/15	H. Sewell	1.40	868.00	Participate in meet and confer conference with counsel for Hess.
10/25/15	H. Sewell	0.60	372.00	Phone conference with Sam Alberts regarding status of outstanding issues related to investigation.

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/25/15	H. Sewell	1.50	930.00	Prepare pleadings and document requests for committee investigation of pre petition claims.
10/26/15	H. Sewell	0.40	248.00	Strategy conference with Sam Alberts regarding discovery conference and status
10/26/15	H. Sewell	1.70	1,054.00	Prepare materials for and follow up on meet and confer conference with Debtor, Hess and PDVSA
10/27/15	M. Weiss	0.20	88.00	Met with H. Sewell to discuss Rule 2004 Exam Research.
10/27/15	S. Alberts	1.40	1,113.00	Confer with Debtors regarding document issues (1.0); follow up with H. Sewell (.4).
10/27/15	H. Sewell	0.40	248.00	Conference with Matt Weiss regarding research
10/27/15	H. Sewell	0.60	372.00	Review status of PDVSA response and follow up with PDVSA Attorney regarding same.
10/27/15	H. Sewell	1.30	806.00	Participate in meet and confer conference call with debtor counsel regarding status of production.
10/27/15	H. Sewell	0.40	248.00	Prepare for meet and confer conference with debtor counsel.
10/27/15	H. Sewell	0.30	186.00	Conference Call with Sam Alberts in preparation for call with Debtor meet and confer conference.
10/27/15	H. Sewell	0.20	124.00	Conference call with Sam Alberts after meet and confer conference with Debtor counsel.
10/28/15	H. Sewell	0.40	248.00	Prepare for meet and confer conference with Hess Counsel.
10/28/15	H. Sewell	1.30	806.00	Participate in meet and confer conference with Hess counsel regarding document production
10/28/15	H. Sewell	0.30	186.00	Phone conference with Sam Alberts regarding results of Hess meet and confer conference.
10/28/15	H. Sewell	1.40	868.00	Review initial debtor document production
10/28/15	M. Weiss	3.90	1,716.00	Researched ability to utilize government statute of limitations; drafted brief language regarding same.

Discovery Motions

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
10/28/15	S. Alberts	2.50	1,987.50	Meeting and confer with PDVSA JV owner (.9) and follow up with H. Sewell (.1); review production documents relevant to investigation (1.5).
10/29/15	M. Weiss	4.90	2,156.00	Drafted language for briefs regarding governmental statute of limitations; and relevance of previous conduct for Rule 2004 exam.
10/29/15	H. Sewell	1.80	1,116.00	Review and edit updated 2004 Motion prepared by Matt Weiss with new research.
10/29/15	H. Sewell	0.80	496.00	Review and organize materials from Debtor
10/29/15	H. Sewell	0.60	372.00	Conference with litigation support professionals regarding organization and storage of document production
10/29/15	H. Sewell	0.50	310.00	Telephone conference with Jay Borrow regarding production and PDVSA strategy.
10/29/15	H. Sewell	0.60	372.00	Prepare and respond to email communications with Debtor counsel regarding document production
10/29/15	H. Sewell	0.30	186.00	Email communication with counsel for Hess regarding status of production.
10/30/15	M. Weiss	0.20	88.00	Met with H. Sewell to discuss research for Rule 2004 Examination.
10/30/15	H. Sewell	0.30	186.00	Conference with Matt Weiss regarding additional research concerning 2004 Motion and status.
10/30/15	H. Sewell	2.20	1,364.00	Review research and update from Matt Weiss regarding discovery motion and edit same.
10/30/15	H. Sewell	0.30	186.00	Follow up with counsel for Hess regarding status of document production.
10/30/15	H. Sewell	1.40	868.00	Review documents and materials produced by Debtor.

Total Hours 106.80

Fee Amount \$70,860.50

Discovery Motions

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TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
J. Grossbart	\$970.00	7.00	\$6,790.00
S. Alberts	\$795.00	27.80	\$22,101.00
H. Sewell	\$620.00	53.20	\$32,984.00
A. Franklin	\$515.00	4.10	\$2,111.50
D. Morris	\$585.00	2.60	\$1,521.00
M. Weiss	\$440.00	9.20	\$4,048.00
G. Miller	\$450.00	<u>2.90</u>	<u>\$1,305.00</u>
Totals		106.80	\$70,860.50

Fee Total	\$	70,860.50
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Invoice Total	\$	<u>70,860.50</u>
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